
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Atlis Motor Vehicles Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

81-4380534

(I.R.S. Employer Identification No.)

1828 N. Higley Rd., Ste 116

Mesa, AZ 85205

Telephone: (602) 309-5425

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Atlis Motor Vehicles Inc. Employee Stock Option Plan

(Full title of the Plan)

Mark Hanchett

Chief Executive Officer

Atlis Motor Vehicles Inc.

1828 N. Higley Rd. Ste 116

Mesa, AZ 85205

Telephone: (602) 309-5425

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Michael J. Blankenship

James R. Brown

Winston & Strawn LLP

800 Capitol St., Suite 2400

Houston, TX 77002-2925

Telephone: (713) 651-2600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* The documents containing the information specified in Part I will be delivered in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be, and are not, filed with the U.S. Securities and Exchange Commission (the "SEC"), either as part of this Registration Statement on Form S-8 (this "Registration Statement") or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Atlis Motor Vehicles Inc. (the "Registrant") is incorporating by reference into this Registration Statement the filings listed below and any additional documents that the Registrant may file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, except the Registrant is not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any Current Report on Form 8-K and corresponding information furnished under Item 9.01 as an exhibit thereto:

- Post-Qualification Amendment No. 11 to Offering Statement on Form 1-A POS (File No. 024-11714), and the Offering Circular included therein, filed with the SEC on September 22, 2022;
- Current Report on Form 8-K filed with the SEC on November 4, 2022;
- Quarterly Reports on Form 10-Q for the quarter ended June 30, 2022 (filed with the SEC on September 27, 2022) and the quarter ended September 30, 2022 (filed with the SEC on November 14, 2022); and
- The description of the Registrant's Class A common stock, which is contained in the Registrant's Registration Statement on Form 8-A filed with the SEC on September 22, 2022, which incorporates the description of the Registrant's Class A common stock contained in the Offering Circular included in the Registrant's Post-Qualification Amendment No. 11 to Offering Statement on Form 1-A POS (File No. 024-11714), filed with the SEC on September 22, 2022, as amended and supplemented, and any amendment or report filed for the purpose of updating such description.

Any statement contained in this Registration Statement, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded to the extent that a statement contained herein, or in any subsequently filed document that also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the “DGCL”) authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act.

The Registrant’s amended and restated bylaws (the “A&R Bylaws”) provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL, and the A&R Bylaws provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL. Further, the A&R Bylaws permit the Registrant to secure insurance on behalf of any officer, director or employee for any liability arising out of his or her actions regardless of whether Delaware law would permit indemnification. The Company has purchased a policy of directors’ and officers’ liability insurance that insures the Company’s directors and officers against the cost of defense, settlement or payment of a judgement in some circumstances and insures the Company against the Company’s obligations to indemnify the directors and officers.

These provisions may discourage stockholders from bringing a lawsuit against the Registrant’s directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such action, if successful, might otherwise benefit the Registrant and its stockholders. Furthermore, a stockholder’s investment may be adversely affected to the extent the Registrant pays the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

In addition, the Registrant has entered into indemnification agreements with each of its directors and officers. These agreements require the Registrant to indemnify these individuals to the fullest extent permitted under Delaware law and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Certificate of Incorporation of the Registrant, dated November 9, 2016 (filed herewith).
4.2	Certificate of Amendment of Certificate of Incorporation of the Registrant, dated December 29, 2017 (filed herewith).
4.3	Certificate of Amendment of Certificate of Incorporation of the Registrant, dated October 1, 2019 (filed herewith).
4.4	Certificate of Amendment of Certificate of Incorporation of the Registrant, dated January 22, 2020 (filed herewith).
4.5	Certificate of Amendment of Certificate of Incorporation of the Registrant, dated January 24, 2022 (filed herewith).
4.6	Certificate of Validation of Certificate of Amendment of Certificate of Incorporation of the Registrant, dated April 14, 2022 (filed herewith).
4.7	Certificate of Validation of Certificate of Amendment of Certificate of Incorporation of the Registrant, dated April 14, 2022 (filed herewith).
4.8	Certificate of Validation of Certificate of Amendment of Certificate of Incorporation of the Registrant, dated April 14, 2022 (filed herewith).
4.9	Certificate of Validation of Certificate of Amendment of Certificate of Incorporation of the Registrant, dated April 14, 2022 (filed herewith).
4.10	Certificate of Validation of Certificate of Amendment of Certificate of Incorporation of the Registrant, dated April 14, 2022 (filed herewith).
4.11	Amended and Restated Bylaws of the Registrant (filed herewith).
4.12	Form of Senior Secured Original Issue 10% Discount Convertible Promissory Note (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed with the SEC on November 4, 2022).
4.13	Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.2 to the Registrant’s Current Report on Form 8-K filed with the SEC on November 4, 2022).
5.1	Opinion of Winston & Strawn LLP (filed herewith).
23.1	Consent of Prager Metis CPAs LLP (filed herewith).
23.2	Consent of Winston & Strawn LLP (included in Exhibit 5.1 to this Registration Statement).
24.1	Power of Attorney (included on the signature page to this Registration Statement).
99.1	Atlis Motor Vehicles Inc. Employee Stock Option Plan (filed herewith).
107	Filing Fee Table (filed herewith).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission (the "SEC") pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that:

Paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(b) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mesa, State of Arizona on December 9, 2022.

Atlis Motor Vehicles Inc.

/s/ Mark Hanchett

Name: Mark Hanchett

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark Hanchett his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to the Registration Statement on Form S-8 of Atlis Motor Vehicles Inc. and any subsequent registration statements related thereto pursuant to Instruction E to Form S-8 (and all further amendments, including post-effective amendments thereto), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and generally to do all such things in their names and behalf in their capacities as officers and directors to enable the registrant to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated.

<u>Signature</u>	<u>Capacity in Which Signed</u>	<u>Date</u>
<u>/s/ Mark Hanchett</u> Mark Hanchett	Chief Executive Officer and Chair of the Board (Principal Executive Officer)	December 9, 2022
<u>/s/ Apoorv Dwivedi</u> Apoorv Dwivedi	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 9, 2022
<u>/s/ Annie Pratt</u> Annie Pratt	Director	December 9, 2022
<u>/s/ Britt Ide</u> Britt Ide	Director	December 9, 2022
<u>/s/ Caryn Nightengale</u> Caryn Nightengale	Director	December 9, 2022

**CERTIFICATE OF INCORPORATION
OF
ATLIS MOTOR VEHICLES INC.**

FIRST: The name of the corporation is: Atlis Motor Vehicles Inc.

SECOND: Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is 10,000,000 shares having a par value of \$0.000100 per share.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

SIXTH: This corporation shall be perpetual unless otherwise decided by a majority of the Board of Directors.

SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of Delaware, the board of directors is authorized to amend or repeal the bylaws.

EIGHTH: The corporation reserves the right to amend or repeal any provision in this Certificate of Incorporation in the manner prescribed by the laws of Delaware.

NINTH: The incorporator is Harvard Business Services, Inc., whose mailing address is 16192 Coastal Highway, Lewes, DE 19958.

TENTH: To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, this November 09, 2016.

Signed and Attested to by: /s/ Richard H. Bell, II
Harvard Business Services, Inc., Incorporator
By: Richard H. Bell, II, President

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify

FIRST: That at a meeting of the Board of Directors of
ATLIS MOTOR VEHICLES INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended, said Article shall be and read as follows:

Article Fourth: The total number of common shares which the corporation shall have the authority to issue is 17,857,143 shares and the par value of each of such shares is \$0.29.

SECOND- That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD- That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware,

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 29 day of December, 2017.

By: /s/ Mark Hanchett
Authorized Officer

Title: President

Name: Mark Hanchett
Print or Type

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Atlis Motor Vehicles Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Atlis Motor Vehicles Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH:" so that, as amended said Article shall be and read as follows:

"The total number of shares of stock which the corporation is authorized to issue is 17,857,143 shares of common stock having a par value of \$5.98 per share."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Atlis Motor Vehicles Inc. has caused this certificate to be signed by an authorized officer, this 1 day of October, 2019.

BY: /s/ Mark Hanchett - Signature

Name: Mark Hanchett -please print
Authorized Officer

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Atlis Motor Vehicles Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Atlis Motor Vehicles Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH:" so that, as amended said Article shall be and read as follows:

"The total number of shares of stock which the corporation is authorized to issue is 60,000,000 shares of common stock having a par value of \$0.0001 per share."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Atlis Motor Vehicles Inc. has caused this certificate to be signed by an authorized officer, this 22 day of January, 2020.

BY: /s/ Mark Hanchett - Signature

Name: Mark Hanchett -please print
Authorized Officer



**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Atlis Motor Vehicles Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Atlis Motor Vehicles Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH:" so that, as amended said Article shall be and read as follows:

"The total number of shares of stock which the corporation is authorized to issue is 100,000,000 shares of common stock having a par value of \$0.0001 per share of which 70,000,000 shares shall be Class A stock, 15,000 shares shall be Class C stock and 29,985,000 shares shall be Class D stock."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Atlis Motor Vehicles Inc. has caused this certificate to be signed by an authorized officer, this 24 day of January, 2022.

BY: /s/ Mark Hanchett - Signature

Name: Mark Hanchett -please print
Authorized Officer



**CERTIFICATE OF VALIDATION OF
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF ATLIS MOTOR VEHICLES INC.**

Atlis Motor Vehicles Inc., a Delaware corporation (the "Corporation"), hereby certifies that:

1. The defective corporate act that is the subject of this certificate of validation is the issuance of 32,500 shares of capital stock, par value \$0.0001 per share, on January 1, 2018.
2. The nature of the failures of authorization in respect of the aforementioned defective corporate act is: (1) the Certificate of Incorporation of the Corporation (the "Certificate") did not set forth a number of authorized shares of capital stock sufficient to authorize the issuance of the aforementioned shares, and, as a result, the Corporation issued shares of capital stock in excess of the number of such shares that it was authorized to issue under the Certificate and Section 161 of the Delaware General Corporation Law (the "DGCL"); (2) the records of the Corporation do not confirm that the Board of Directors of the Corporation (the "Board") approved the foregoing issuance or determined the consideration to be received in exchange therefor in accordance with Section 152 of the DGCL; and (3) the records of the Corporation do not confirm that a stock certificate was issued in respect of the issued shares as contemplated by Section 158 of the DGCL, or, to the extent such shares were issued in uncertificated form, that the Board approved of the issuance of such shares in uncertificated form or that the holder thereof was provided the notice required by Section 151(0) of the DGCL.
3. The aforementioned defective corporate act was ratified in accordance with Section 204 of the DGCL. The Board ratified such act on April 13, 2022, pursuant to duly adopted resolutions. The stockholders of the Corporation approved the ratification of such act on April 13, 2022, pursuant to resolutions duly adopted by written consent in lieu of a meeting pursuant to Section 228 of the DGCL.
4. No certificate with respect to the corporate act was previously filed with the Office of the Secretary of State of the State of Delaware. A Certificate of Amendment to the Certificate of Incorporation of the Corporation, containing all of the information that would be required under Section 242 of the DGCL to give effect to the aforementioned defective corporate act, is attached hereto and incorporated herein by reference. Such Certificate of Amendment shall be deemed to have become effective as of 12:01 a.m. (local time in Wilmington, Delaware) on January 1, 2018.

[Signature page follows]

In witness whereof, the undersigned has caused this Certificate of Validation to be signed by its duly authorized officer on the date set forth below.

ATLIS MOTOR VEHICLES INC.

By: /s/ Mark Hanchett

Name: Mark Hanchett

Title: Chief Executive Officer

Date: April 14, 2022

ATTACHMENT

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

Atlis Motor Vehicles Inc., a Delaware corporation, hereby certifies that:

Article FOURTH of the Certificate of Incorporation of the corporation is hereby amended, to read in its entirety as set forth below:

FOURTH: The total number of shares of stock which the corporation is authorized to issue is 10,032,500 shares having a par value of \$0.0001 per share.

**CERTIFICATE OF VALIDATION OF
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF ATLAS MOTOR VEHICLES INC.**

Atlas Motor Vehicle Inc., a Delaware corporation (the "Corporation"), hereby certifies that:

1. The defective corporate act that is the subject of this certificate of validation is the amendment to the Certificate of Incorporation of the Corporation (the "Certificate"), effected by the filing of a certificate of amendment with the Office of the Secretary of State of the State of Delaware on February 13, 2018, which increased the authorized number of shares to 17,857,143 and re-designated all of the capital stock as Common Stock, par value \$0.29.
2. The nature of the failures of authorization in respect of the aforementioned defective corporate act is: the Corporation's Board of Directors and stockholders did not approve, and the Corporation did not effect, the aforementioned amendment in the manner required by Section 242 of the Delaware General Corporation Law (the "DGCL").
3. The aforementioned defective corporate act was ratified in accordance with Section 204 of the DGCL. The Board of Directors of the Corporation ratified such act on April 13, 2022, pursuant to duly adopted resolutions. The stockholders of the Corporation approved the ratification of such act on April 13, 2022, pursuant to resolutions duly adopted by written consent in lieu of a meeting pursuant to Section 228 of the DGCL.
4. A document titled "Certificate of Amendment of Certificate of Incorporation" was previously filed on February 13, 2018 by the Corporation with the State Office in respect of the Corporate Act. No changes to such certificate are required to give effect to the ratification of the aforementioned defective corporate act in accordance with Section 204 of the DGCL. A copy of such Certificate of Amendment is attached hereto and incorporated herein by reference.

[Signature page follows]

In witness whereof, the undersigned has caused this Certificate of Validation to be signed by its duly authorized officer on the date set forth below.

ATLIS MOTOR VEHICLES INC.

By: /s/ Mark Hanchett

Name: Mark Hanchett

Title: Chief Executive Officer

Date: April 14, 2022

ATTACHMENT

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify

FIRST: That at a meeting of the Board of Directors of
ATLIS MOTOR VEHICLES INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended, said Article shall be and read as follows:

Article Fourth: The total number of common shares which the corporation shall have the authority to issue is 17,857,143 shares and the par value of each of such shares is \$0.29.

SECOND- That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD- That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware,

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 29 day of December, 2017.

By: /s/ Mark Hanchett

Authorized Officer

Title: President

Name: Mark Hanchett

Print or Type

**CERTIFICATE OF VALIDATION OF
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF ATLAS MOTOR VEHICLES INC.**

Atlas Motor Vehicles Inc., a Delaware corporation (the "Corporation"), hereby certifies that:

1. The defective corporate acts that are the subject of this certificate of validation are (i) the amendment to the Certificate of Incorporation of the Corporation (the "Certificate"), effected by the filing of a certificate of amendment with the Office of the Secretary of State of the State of Delaware on January 23, 2020, which increased the authorized number of shares of Common Stock to 60,000,000, and (ii) the issuance of 487 shares of Common Stock on January 23, 2020.
2. The nature of the failures of authorization in respect of the aforementioned defective corporate act is: (1) the records of the Corporation do not confirm that the Corporation's Board of Directors and stockholders approved and adopted the foregoing amendment in accordance with Section 242 of the Delaware General Corporation Law (the "DGCL"), and (2) the records of the Corporation do not confirm that stock certificates were issued in respect of the issued shares as contemplated by Section 158 of the DGCL, or, to the extent such shares were issued in uncertificated form, that the Board approved of the issuance of such shares in uncertificated form or that the holders thereof were provided the notice required by Section 151(1) of the DGCL.
3. The aforementioned defective corporate acts were ratified in accordance with Section 204 of the DGCL. The Board of Directors of the Corporation ratified such acts on April 13, 2022, pursuant to duly adopted resolutions. The stockholders of the Corporation approved the ratification of such acts on April 13, 2022, pursuant to resolutions duly adopted by written consent in lieu of a meeting pursuant to Section 228 of the DGCL.
4. A document titled "Certificate of Amendment of Certificate of Incorporation" was previously filed on January 23, 2020 by the Corporation with the State Office in respect of the aforementioned defective corporate acts. No changes to such certificate are required to give effect to the ratification of the aforementioned defective corporate acts in accordance with Section 204 of the DGCL. A copy of such Certificate of Amendment is attached hereto and incorporated herein by reference.

[Signature page follows]

In witness whereof, the undersigned has caused this Certificate of Validation to be signed by its duly authorized officer on the date set forth below.

ATLIS MOTOR VEHICLES INC.

By: /s/ Mark Hanchett

Name: Mark Hanchett

Title: Chief Executive Officer

Date: April 14, 2022

ATTACHMENT

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Atlis Motor Vehicles Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Atlis Motor Vehicles Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH:" so that as amended said Article shall be and read as follows:·

"The total number of shares of stock which the corporation is authorized to issue is 60,000,000 shares of common stock having a par value of \$0.0001 per share."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Atlis Motor Vehicles Inc. has caused this certificate to be signed by an authorized officer, this 22 day of January, 2020.

BY: /s/ Mark Hanchett - Signature

Name: Mark Hanchett -please print
Authorized Officer

**CERTIFICATE OF VALIDATION OF
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
ATLIS MOTOR VEHICLES INC.**

Atlis Motor Vehicles Inc., a Delaware corporation (the “Corporation”), hereby certifies that:

1. The defective corporate acts that are the subject of this certificate of validation are (i) the reclassification of each share of the Common Stock into one share of Class A Common Stock, (ii) the issuance of 15,377,750 shares of Class A Common Stock on March 6, 2020 pursuant to such reclassification, and (iii) the purported authorization of the issuance of Class A Common Stock, Class B Common Stock, Class C Common Stock and Class D Common Stock.
2. The nature of the failures of authorization in respect of the aforementioned defective corporate acts is: (1) the Corporation's Board of Directors (the “Board”) and stockholders did not approve, and the Corporation did not effect, the reclassification and authorization of the aforementioned classes of stock in the manner required by Sections 102(a)(4), 151 and 242 of the Delaware General Corporation Law (the “DGCL”), including because the Board and stockholders did not approve and the Corporation did not file with the Office of the Secretary of State of the State of Delaware an amendment to the Certificate of Incorporation of the Corporation (the “Certificate”) making provision for (a) the creation of the Class A Common Stock, Class B Common Stock, Class C Common Stock and Class D Common Stock, and (b) the reclassification of the outstanding shares of Common Stock into Class A Common Stock; (2) the Certificate did not authorize the type, and number of shares, of stock sufficient to authorize the issuance of the aforementioned shares, and, as a result, the Corporation issued shares of Class A Common Stock in excess of the number of such shares that it was authorized to issue under the Certificate and Section 161 of the DGCL; and (3) the records of the Corporation do not confirm that stock certificates were issued in respect of the issued shares as contemplated by Section 158 of the DGCL, or, to the extent such shares were issued in uncertificated form, that the Board approved of the issuance of such shares in uncertificated form or that the holders thereof were provided the notice required by Section 151(f) of the DGCL.
3. The aforementioned defective corporate acts were ratified in accordance with Section 204 of the DGCL. The Board ratified such acts on April 13, 2022, pursuant to duly adopted resolutions. The stockholders of the Corporation approved the ratification of such acts on April 13, 2022, pursuant to resolutions duly adopted by written consent in lieu of a meeting pursuant to Section 228 of the DGCL.
4. No certificate with respect to the aforementioned defective corporate acts was previously filed with the Office of the Secretary of State of the State of Delaware. A Certificate of Amendment to the Certificate of Incorporation of the Corporation, containing all of the information that would be required under Section 242 of the DGCL to give effect to the aforementioned defective corporate acts, is attached hereto and incorporated herein by reference. Such Certificate of Amendment shall be deemed to have become effective as of 12:01 a.m. (local time in Wilmington, Delaware) on March 6, 2020.

In witness whereof, the undersigned has caused this Certificate of Validation to be signed by its duly authorized officer on the date set forth below.

ATLIS MOTOR VEHICLES INC.

By: /s/ Mark Hanchett

Name: Mark Hanchett

Title: Chief Executive Officer

Date: April 14, 2022

ATTACHMENT

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

Atlis Motor Vehicles Inc., a Delaware corporation, hereby certifies that:

Article FOURTH of the Certificate of Incorporation of the corporation is hereby amended, to read in its entirety as set forth below:

The total number of shares of all classes of stock which the corporation shall have authority to issue is 35,407,751 having a par value of \$0.0001 per share, of which 25,392,750 shares shall be Class A Common Stock, 1 share shall be Class B Common Stock, 15,000 shares shall be Class C Common Stock and 10,000,000 shares shall be Class D Common Stock. Upon the effectiveness of the amendment to the certificate of incorporation first inserting this sentence (which is deemed to have become effective as of 12:01 a.m. (local time in Wilmington, Delaware) on March 6, 2020), each share of Common Stock, par value \$0.0001 per share, of the corporation (the "Prior Common Stock") issued and outstanding immediately prior to such effectiveness shall automatically, without further action on the part of the corporation or any holder of Prior Common Stock, and whether or not the certificates representing such shares of Prior Common Stock are surrendered to the corporation or its transfer agent, be reclassified as and become one (1) validly issued, fully paid and non-assessable share of Class A Common Stock. From and after the effectiveness of the aforementioned reclassification, each stock certificate that represented the Prior Common Stock shall represent such Class A Common Stock.

Class A Common Stock. Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share thereof held on all matters submitted to a vote of the stockholders of the corporation.

Class B Common Stock. Each holder of shares of Class B Common Stock, as such, shall not, except as otherwise required by law, be entitled to vote on any matter submitted to a vote of the stockholders of the corporation.

Class C Common Stock. The designations, powers, preferences, privileges and relative participating, optional, or other rights, and qualifications, limitations, or restrictions of the Class C Common Stock are as follows:

(a) *Voting.* Each holder of shares of Class C Common Stock shall be entitled to one (1) vote for each share thereof held on all matters submitted to a vote of the stockholders of the corporation.

(b) *Board of Directors.* At any time when any shares of Class C Common Stock are outstanding, the holders thereof, exclusively and as a separate class, shall be entitled to elect one (1) director to the Board of Directors.

(c) *Liquidation.* In the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of shares of Class C Common Stock shall be entitled to receive, ratably, on a per share basis, before any payment or distribution shall be made with respect to the Class A Common Stock, Class B Common Stock or Class D Common Stock, an amount per share in cash equal to \$8.24.

(d) *Automatic Conversion.* Each share of Class C Common Stock shall be converted automatically into one (1) duly authorized, validly issued, fully paid and nonassessable share of Class A Common Stock upon any sale or transfer of such share of Class C Common Stock, and such conversion shall occur automatically without the need for any further action by the holders of such shares and whether or not the certificates representing such shares (if any) are surrendered to the corporation or its transfer agent.

Class D Common Stock. Each holder of shares of Class D Common Stock shall be entitled to ten (10) votes for each share thereof held on all matters submitted to a vote of the stockholders of the corporation.

**CERTIFICATE OF VALIDATION OF
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF ATLAS MOTOR VEHICLES INC.**

Atlas Motor Vehicles Inc., a Delaware corporation (the "Corporation"), hereby certifies that:

1. The defective corporate acts that are the subject of this certificate of validation are (i) the reclassification of each share of the Class D Common Stock into one share of Class D Stock, (ii) the issuance of 23,475,372 shares of Class D Stock on August 24, 2021 pursuant to such reclassification, and (iii) the purported authorization of the issuance of Class D Stock.
2. The nature of the failures of authorization in respect of the aforementioned defective corporate acts is: (1) the Corporation's Board of Directors (the "Board") and stockholders did not approve, and the Corporation did not effect, the reclassification and authorization of the Class D Stock in the manner required by Sections 102(a)(4), 151 and 242 of the Delaware General Corporation Law (the "DGCL"), including because the Board and stockholders did not approve and the Corporation did not file with the State Office an amendment to the Certificate of Incorporation of the Corporation (the "Certificate") making provision for (a) the creation of the Class D Stock, and (b) the reclassification of the outstanding shares of Class D Common Stock into Class D Stock; (2) the Certificate did not authorize the type, and number of shares, of stock sufficient to authorize the issuance of the aforementioned shares, and, as a result, the Corporation issued shares of Class D Stock in excess of the number of such shares that it was authorized to issue under the Certificate and Section 161 of the DGCL; (3) the records of the Corporation do not confirm that the Board approved the foregoing stock issuances or determined the consideration to be received in exchange therefor in accordance with Section 152 of the DGCL; and (4) the records of the Corporation do not confirm that stock certificates were issued in respect of the issued shares as contemplated by Section 158 of the DGCL, or, to the extent such shares were issued in uncertificated form, that the Board approved of the issuance of such shares in uncertificated form or that the holders thereof were provided the notice required by Section 151(f) of the DGCL.
3. The aforementioned defective corporate acts were ratified in accordance with Section 204 of the DGCL. The Board ratified such acts on April 13, 2022, pursuant to duly adopted resolutions. The stockholders of the Corporation approved the ratification of such acts on April 13, 2022, pursuant to resolutions duly adopted by written consent in lieu of a meeting pursuant to Section 228 of the DGCL.
4. No certificate with respect to the aforementioned defective corporate acts was previously filed with the Office of the Secretary of State of the State of Delaware. A Certificate of Amendment to the Certificate of Incorporation of the Corporation, containing all of the information that would be required under Section 242 of the DGCL to give effect to the aforementioned defective corporate acts, is attached hereto and incorporated herein by reference. Such Certificate of Amendment shall be deemed to have become effective as of 12:01 a.m. (local time in Wilmington, Delaware) on August 24, 2021.

In witness whereof, the undersigned has caused this Certificate of Validation to be signed by its duly authorized officer on the date set forth below.

ATLIS MOTOR VEHICLES INC.

By: /s/ Mark Hanchett

Name: Mark Hanchett

Title: Chief Executive Officer

Date: April 14, 2022

ATTACHMENT

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

Atlis Motor Vehicles Inc., a Delaware corporation, hereby certifies that:

Article FOURTH of the Certificate of Incorporation of the corporation is hereby amended, to read in its entirety as set forth below:

The total number of shares of all classes of stock which the corporation shall have authority to issue is 96,248,541, having a par value of \$0.0001 per share, of which 54,307,968 shares shall be Class A Common Stock, 1 share shall be Class B Common Stock, 15,000 shares shall be Class C Common Stock and 41,925,572 shares shall be Class D Stock. Upon the effectiveness of the amendment to the certificate of incorporation first inserting this sentence (which is deemed to have become effective as of 12:01 a.m. (local time in Wilmington, Delaware) on August 24, 2021), each share of Class D Common Stock, par value \$0.0001 per share, of the corporation (the "Prior Class D Common Stock") issued and outstanding immediately prior to such effectiveness shall automatically, without further action on the part of the corporation or any holder of Prior Class D Common Stock, and whether or not the certificates representing such shares of Prior Class D Common Stock are surrendered to the corporation or its transfer agent, be reclassified as and become one (1) validly issued, fully paid and non-assessable share of Class D Stock. From and after the effectiveness of the aforementioned reclassification, each stock certificate that represented the Prior Common Stock shall represent such Class D Stock.

Class A Common Stock. Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share thereof held on all matters submitted to a vote of the stockholders of the corporation.

Class B Common Stock. Each holder of shares of Class B Common Stock, as such, shall not, except as otherwise required by law, be entitled to vote on any matter submitted to a vote of the stockholders of the corporation.

Class C Common Stock. The designations, powers, preferences, privileges and relative, participating, optional, or other rights, and qualifications, limitations, or restrictions of the Class C Common Stock are as follows:

(a) *Voting.* Each holder of shares of Class C Common Stock shall be entitled to one (1) vote for each share thereof held on all matters submitted to a vote of the stockholders of the corporation.

(b) *Board of Directors.* At any time when any shares of Class C Common Stock are outstanding, the holders thereof, exclusively and as a separate class, shall be entitled to elect one (1) director to the Board of Directors.

(c) *Liquidation.* In the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of shares of Class C Common Stock shall be entitled to receive, ratably, on a per share basis, before any payment or distribution shall be made with respect to the Class A Common Stock or Class B Common Stock, an amount per share in cash equal to \$8.24.

(d) *Automatic Conversion.* Each share of Class C Common Stock shall be converted automatically into one (1) duly authorized, validly issued, fully paid and nonassessable share of Class A Common Stock upon any sale or transfer of such share of Class C Common Stock, and such conversion shall occur automatically without the need for any further action by the holders of such shares and whether or not the certificates representing such shares (if any) are surrendered to the corporation or its transfer agent.

Class D Stock. The designations, powers, preferences, privileges and relative, participating, optional, or other rights, and qualifications, limitations, or restrictions of the Class D Stock are as follows:

- (a) *Voting.* Each holder of shares of Class D Stock shall be entitled to ten (10) votes for each share thereof held on all matters submitted to a vote of the stockholders of the corporation.
- (b) *Dividends.* Dividends shall not be declared or paid on the Class D Stock.
- (c) *Liquidation.* The holders of shares of Class D Stock, as such, shall not be entitled to receive any assets of the Corporation in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation.

AMENDED AND RESTATED
BYLAWS
OF
ATLIS MOTOR VEHICLES INC.
(a Delaware corporation)

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AMENDED AND RESTATED

B Y L A W S

OF

ATLIS MOTOR VEHICLES INC.

(a Delaware corporation)

ARTICLE 1

Offices

1.1 Registered Office. The registered office of Atlis Motor Vehicles Inc. (the “corporation”) shall be set forth in the certificate of incorporation of the corporation – Harvard Business Services, 16192 Coastal Highway, Lewes, Delaware.

1.2 Corporate Headquarters. The Company’s corporate headquarters and principal executive offices shall be located at 1828 N. Higley Rd. #116 Mesa, AZ 85205, or at such other location as the Board of Directors of the corporation (the “*Board of Directors*”) shall designate.

1.3 Other Offices. The corporation may also have offices at such other places, either within or without the State of Delaware, as the corporation may from time to time designate, or the business of the corporation may require.

ARTICLE 2

Meeting of Stockholders

2.1 Place of Meeting. Meetings of stockholders may be held virtually or at such place, either within or without the State of Delaware, as may be designated by or in the manner provided in these bylaws, or, if not so designated, at the principal executive offices of the corporation. The Board of Directors may, in its sole discretion, determine that a meeting of stockholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a) (2) of the Delaware General Corporation Law (the “*DGCL*”).

2.2 Annual Meeting.

(a) Annual meetings of stockholders shall be held each year at such date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. The stockholders shall also transact such other business as may properly be brought before the meeting. Except as otherwise restricted by the certificate of incorporation of the corporation or applicable law, the Board of Directors may postpone, reschedule or cancel any annual meeting of stockholders.

(b) To be properly brought before the annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (c) otherwise properly brought before the meeting by a stockholder of record who complies with the provisions of this Section 2.2(b). A stockholder may propose business to be brought before a meeting only if such stockholder has given timely notice to the Secretary of the corporation in proper written form of the stockholder's intent to propose such business. To be timely, the stockholder's notice must be delivered by a nationally recognized courier service or mailed by first class United States mail, postage or delivery charges prepaid, and received at the principal executive offices of the corporation addressed to the attention of the Secretary of the corporation not more than ninety (90) days nor less than sixty (60) days prior to the one year anniversary of the date of the corporation's annual meeting of stockholders for the preceding year; *provided, however*, that in the event that no annual meeting was held in the previous year or the annual meeting is convened more than thirty (30) days before or after the anniversary date of the previous year's annual meeting, notice by the stockholder must be received by the Secretary of the corporation not later than the close of business on the later of (x) the ninetieth (90th) day prior to such annual meeting and (y) the tenth (10th) day following the day on which public announcement of the date of such meeting is first made. For the purposes of these bylaws, "**public announcement**" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or a comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission. In no event shall an adjournment or postponement of an annual meeting (or the public announcement thereof) commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting: (i) a brief description of the business desired to be brought before the annual meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the bylaws of the corporation, the language of the proposed amendment), and the reasons for conducting such business at the annual meeting; (ii) the name and record address of the stockholder proposing such business and the beneficial owner, if any, on whose behalf the proposal is made; (iii) the class, series and number of shares of the corporation that are owned beneficially and of record by the stockholder and such beneficial owner; (iv) any material interest of the stockholder in such business; and (v) any other information that is required to be provided by the stockholder pursuant to Section 14 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (collectively, the "**1934 Act**") in such stockholder's capacity as a proponent of a stockholder proposal.

Notwithstanding anything in these bylaws to the contrary, no business shall be conducted at the annual meeting except in accordance with the procedures set forth in this Section.

The Chairman of the Board (or such other person presiding at the meeting in accordance with these bylaws) shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section, and if he or she should so determine, he or she shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

2.3 Special Meetings. Special meetings of the stockholders may be called for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, by (a) the Secretary only at the request of the Chairman of the Board, (b) the Executive Chairman of the Board, (c) by a resolution duly adopted by the affirmative vote of a majority of the Board of Directors or (d) by the Secretary upon the request of stockholders owning not less than twenty-five percent (25%) of the voting power of the issued and outstanding stock of the corporation; *provided* that the Board of Directors approves such stockholder request for a special meeting. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to the matters relating to the purpose or purposes stated in the notice of meeting. Except as otherwise restricted by the certificate of incorporation or applicable law, the Board of Directors may postpone, reschedule or cancel any special meeting of stockholders.

2.4 Notice of Meetings. Except as otherwise provided by law, the certificate of incorporation or these bylaws, notice of each meeting of stockholders, annual or special, stating the place, if any, date and time of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which such special meeting is called, shall be given to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting.

2.5 List of Stockholders. The corporation or the transfer agent shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Nothing contained in this Section 2.5 shall require the corporation to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, for a period of at least ten (10) days prior to the meeting, (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (b) during ordinary business hours, at the principal place of business of the corporation. Such list shall be open for examination during the time of any such meeting in the manner, and to the extent, required by Section 219 of the DGCL.

2.6 Organization and Conduct of Business. The Chairman of the Board or, in his or her absence, the Executive Chairman of the Board of the corporation or, in their absence, such person as the Board of Directors may have designated or, in the absence of such a person, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders and act as chairman of the meeting. In the absence of the Secretary of the corporation, the secretary of the meeting shall be such person as the chairman of the meeting appoints.

The chairman of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seems to him or her in order and shall have the power to adjourn a meeting of stockholders for any reason, whether or not a quorum is present.

2.7 Quorum. Except where otherwise required by law or the certificate of incorporation of the corporation or these bylaws, the holders of a majority of the voting power of the capital stock issued and outstanding and entitled to vote, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the stockholders. Where a separate vote by a class or classes or series is required, a majority of the voting power of the shares of such class or classes or series present in person or represented by proxy shall constitute a quorum entitled to take action with respect to that vote on that matter.

2.8 Adjournments. If a quorum is not present or represented at any meeting of stockholders, the holders of a majority of the voting power of the outstanding shares of capital present in person or represented by proxy at the meeting and entitled to vote, though less than a quorum, or by any officer entitled to preside at such meeting, shall be entitled to adjourn such meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. When a meeting is adjourned to another place, date or time, notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; *provided, however*, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, if any, date, time and means of remote communications, if any, of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted that might have been transacted at the original meeting.

2.9 Voting Rights. Unless otherwise provided in the DGCL, certificate of incorporation of the corporation, each stockholder shall at every meeting of the stockholders be entitled to one vote for each share of the capital stock having voting power held by such stockholder. No holder of shares of the corporation's common stock shall have the right to cumulative votes.

2.10 Voting Standard. When a quorum is present at any meeting, all matters other than the election of directors shall be decided by the affirmative vote of the holders of a majority the voting power of the outstanding shares of capital stock present in person or represented by proxy, unless the matter is one upon which by express provision of an applicable statute or of the certificate of incorporation of the corporation or of these bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question. All elections shall be determined by a plurality of the votes cast.

2.11 Record Date for Stockholder Notice and Voting. For purposes of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any right in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of any such meeting nor more than sixty (60) days before any other action to which the record date relates. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; *provided, however*, that the Board of Directors may fix a new record date for the adjourned meeting. If the Board of Directors does not so fix a record date, (i) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held, and (ii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating to such purpose.

2.12 Proxies. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. All proxies must be filed with the Secretary of the corporation at the beginning of each meeting in order to be counted in any vote at the meeting. Subject to the limitation set forth in the last clause of the first sentence of this Section 2.12, a duly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (a) revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the person executing the proxy, or (b) written notice of the death or incapacity of the maker of that proxy is received by the corporation before the vote pursuant to that proxy is counted.

2.13 Inspectors of Election. The Corporation may, and to the extent required by law, shall, in advance of any meeting of stockholders, appoint one or more inspectors of election to act at the meeting and make a written report thereof. The corporation may designate one or more persons to act as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability.

ARTICLE 3

Directors

3.1 Number, Election, Tenure and Qualifications. The number of directors that shall constitute the entire Board of Directors shall be fixed from time to time by resolution adopted by a majority of the directors of the corporation then in office. No decrease in the number of authorized directors shall have the effect of removing any director before that director's term of office expires. At each annual meeting of the stockholders, each director so elected shall hold office until such director's successor is duly elected and qualified or until such director's earlier resignation, removal, death or incapacity.

3.2 Director Nominations. Subject to the rights of holders of any class or series of stock to separately elect one or more directors, nominations of persons for election to the Board of Directors must be (a) made by or at the direction of the Board of Directors or (b) made by any stockholder of record of the corporation entitled to vote for the election of directors at the applicable meeting who complies with the notice procedures set forth in this Section 3.2. Directors need not be stockholders. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the corporation. To be timely, a stockholder's notice shall be delivered by a nationally recognized courier service or mailed by first class United States mail, postage or delivery charges prepaid, and received at the principal executive offices of the corporation addressed to the attention of the Secretary of the corporation (i) in the case of an annual meeting of stockholders, not more than ninety (90) days nor less than sixty (60) days prior to the one year anniversary of the date of the corporation's annual meeting of stockholders for the preceding year; *provided, however,* that in the event that no annual meeting was held in the previous year or the annual meeting is convened more than thirty (30) days before or after the anniversary date of the previous year's annual meeting, notice by the stockholder must be received by the Secretary of the corporation not later than the close of business on the later of (A) the ninetieth (90th) day prior to such annual meeting and (B) the tenth (10th) day following the day on which public announcement of the date of such meeting is first made, and (ii) in the case of a special meeting of stockholders called for the purpose of electing directors, not later than the close of business on the tenth (10th) day following the day on which notice of the date of the special meeting was mailed or public disclosure of the date of the special meeting was made. Such stockholder's notice to the Secretary shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class, series and number of shares of capital stock of the corporation that are owned beneficially by the person, (iv) any other information relating to the person that is required to be disclosed in solicitations for proxies for election of directors pursuant to Section 14 of the 1934 Act and the rules and regulations promulgated thereunder and (v) the nominee's written consent to serve, if elected, and (b) as to the stockholder giving the notice, (i) the name and record address of the stockholder, (ii) the class, series and number of shares of capital stock of the corporation that are owned beneficially by the stockholder, and (iii) a description of all arrangements or understandings with respect to such nominations (including the identity of the parties thereto) between or among such stockholder, and each person the stockholder proposes for election or re-election as a director and any other person. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as a director of the corporation. No person shall be eligible for election as a director of the corporation unless nominated in accordance with the procedures set forth herein.

In connection with any annual meeting of the stockholders (or, if and as applicable, any special meeting of the stockholders), the Chairman of the Board (or such other person presiding at such meeting in accordance with these bylaws) may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded.

3.3 Enlargement and Vacancies. Except as otherwise provided by the certificate of incorporation, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by a majority vote of the directors then in office, although less than a quorum, or by a sole remaining director. If there are no directors in office, then an election of directors may be held in the manner provided by statute. Directors chosen pursuant to any of the foregoing provisions shall hold office until the next annual election at which the term of the class to which he or she has been elected expires and until such director's successor is duly elected and qualified or until such director's earlier resignation or removal. In the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, or by the certificate of incorporation or the bylaws of the corporation, may exercise the powers of the full board until the vacancy is filled.

3.4 Resignation and Removal. Any director may resign at any time upon written notice to the corporation at its principal place of business addressed to the attention of the Chief Executive Officer, the Secretary, the Chairman of the Board or the Chair of the Nominating and Corporate Governance Committee of the Board of Directors, who shall in turn notify the full Board of Directors (although failure to provide such notification to the full Board of Directors shall not impact the effectiveness of such resignation). Such resignation shall be effective upon receipt of such notice by one of the individuals designated above unless the notice specifies such resignation to be effective at some other time or upon the happening of some other event. Except as otherwise provided by the certificate of incorporation, any director or the entire Board of Directors may be removed by the holders of not less than a majority of the voting power of the capital stock issued and outstanding then entitled to vote at an election of directors.

3.5 Powers. The business of the corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation of the corporation or by these bylaws directed or required to be exercised or done by the stockholders.

3.6 Chairman of the Board. The directors shall elect a Chairman of the Board (who may be designated Executive Chairman of the Board if serving as an employee of the corporation) and may elect a Vice Chair of the Board, each to hold such office until their successor is elected and qualified or until their earlier resignation or removal. In the absence or disability of the Chairman of the Board, the Vice Chair of the Board, if one has been elected, or another director designated by the Board of Directors, shall perform the duties and exercise the powers of the Chairman of the Board. The Chairman of the Board of the corporation shall if present preside at all meetings of the stockholders and the Board of Directors and shall have such other duties as may be vested in the Chairman of the Board by the Board of Directors. The Vice Chair of the Board of the corporation shall have such duties as may be vested in the Vice Chair of the Board by the Board of Directors.

3.7 Place of Meetings. The Board of Directors may hold meetings, both regular and special, via virtual videoconferencing software or in person within or without the State of Delaware.

3.8 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as may be determined from time to time by the Board of Directors; *provided, however,* that any director who is absent when such a determination is made shall be given prompt notice of such determination.

3.9 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the Executive Chairman of the Board, or by the written request of a majority of the directors then in office. Notice of the time and place, if any, of special meetings shall be delivered personally or by telephone to each director, or sent by first-class mail or commercial delivery service, facsimile transmission, or by electronic mail or other electronic means, charges prepaid, sent to such director's business or home address as they appear upon the records of the corporation. In case such notice is mailed, it shall be deposited in the United States mail at least three (3) days prior to the time of holding of the meeting. In case such notice is delivered personally or by telephone or by commercial delivery service, facsimile transmission, or electronic mail or other electronic means, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

3.10 Quorum, Action at Meeting, Adjournments. At all meetings of the Board of Directors, a majority of directors then in office, shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, as it presently exists or may hereafter be amended, or by the bylaws of the corporation. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

3.11 Action Without Meeting. Unless otherwise restricted by the certificate of incorporation of the corporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or committee.

3.12 Telephone or Videoconference Meetings. Unless otherwise restricted by the certificate of incorporation of the corporation or these bylaws, any member of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or of any committee, as the case may be, by means of conference telephone, videoconference software, or by any form of communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

3.13 Committees. The Board of Directors may, by resolution, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not the member or members present constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all of the lawfully delegated powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and make such reports to the Board of Directors as the Board of Directors may request or the charter of such committee may then require. Except as the Board of Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these bylaws for the conduct of its business by the Board of Directors.

3.14 Fees and Compensation of Directors. The Board of Directors shall have the authority to fix the compensation of directors.

ARTICLE 4

Officers

4.1 Officers Designated. The officers of the corporation shall be chosen by the Board of Directors and shall be a Chief Executive Officer and Executive Chairman of the Board, a President, a Secretary, and a Chief Financial Officer. The Board of Directors may also choose a Treasurer, one or more Vice Presidents, and one or more assistant Secretaries or assistant Treasurers. Any number of offices may be held by the same person, unless the certificate of incorporation of the corporation or these bylaws otherwise provide.

4.2 Election. The Board of Directors shall choose a Chief Executive Officer and Executive Chairman of the Board, a President, a Secretary and a Chief Financial Officer. Other officers may be appointed by the Board of Directors or may be appointed by the Executive Chairman of the Board pursuant to a delegation of authority from the Board of Directors.

4.3 Tenure. Each officer of the corporation shall hold office until such officer's successor is appointed and qualified, unless a different term is specified in the vote choosing or appointing such officer, or until such officer's earlier death, resignation, removal or incapacity. Any officer appointed by the Board of Directors or by the Executive Chairman of the Board may be removed with or without cause at any time by the affirmative vote of a majority of the Board of Directors or a committee duly authorized to do so. Any vacancy occurring in any office of the corporation may be filled by the Board of Directors, at its discretion. Any officer may resign by delivering such officer's written resignation to the corporation at its principal place of business to the attention of the Chief Executive Officer or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

4.4 The Chief Executive Officer and Executive Chairman of the Board. The Chief Executive Officer and Executive Chairman of the Board shall have general charge and supervision of the business of the corporation subject to the direction of the Board. The Executive Chairman of the Board shall also have supervisory powers over the other officers, and shall have all other powers commonly incident to such position or which are or from time to time may be delegated to him or her by the Board of Directors, or which are or may at any time be authorized or required by law. He or she shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

4.5 The President. The President shall, in the event there is no Chief Executive Officer or in the absence of the Chief Executive Officer or in the event of his or her disability, perform the duties of the Chief Executive Officer, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chief Executive Officer. The President shall perform such other duties and have such other powers as may from time to time be prescribed for such person by the Board of Directors, the Executive Chairman of the Board, the Chief Executive Officer or these bylaws.

4.6 The Vice President. The Vice President, if any (or in the event there be more than one, the Vice Presidents in the order designated by the directors, or in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his or her disability or refusal to act, perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. The Vice President(s) shall perform such other duties and have such other powers as may from time to time be prescribed for them by the Board of Directors, the Chief Executive Officer, the President or these bylaws.

4.7 The Secretary. The Secretary shall attend all meetings of the Board of Directors and the stockholders and record all votes and the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the standing committees, when required. The Secretary shall give, or cause to be given, notice of all meetings of stockholders and special meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the Chief Executive Officer, under whose supervision he or she shall act. The Secretary shall sign such instruments on behalf of the corporation as the Secretary may be authorized to sign by the Board of Directors or by law and shall countersign, attest and affix the corporate seal to all certificates and instruments where such countersigning or such sealing and attesting are necessary to their true and proper execution.

4.8 The Assistant Secretary. The Assistant Secretary, or if there be more than one, any Assistant Secretaries in the order designated by the Board of Directors (or in the absence of any designation, in the order of their election) shall assist the Secretary in the performance of his or her duties and, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

4.9 The Chief Financial Officer. The Chief Financial Officer shall be the principal financial officer in charge of the general accounting books, accounting and cost records and forms. The Chief Financial Officer may also serve as the principal accounting officer and shall perform such other duties and have other powers as may from time to time be prescribed by the Board of Directors or the Chief Executive Officer.

4.10 The Treasurer and Assistant Treasurers. The Treasurer (if one is appointed) shall have such duties as may be specified by the Chief Financial Officer to assist the Chief Financial Officer in the performance of his or her duties and to perform such other duties and have other powers as may from time to time be prescribed by the Board of Directors or the Chief Executive Officer. It shall be the duty of any Assistant Treasurers to assist the Treasurer in the performance of his or her duties and to perform such other duties and have other powers as may from time to time be prescribed by the Board of Directors or the Chief Executive Officer.

4.11 Bond. If required by the Board of Directors, any officer shall give the corporation a bond in such sum and with such surety or sureties and upon such terms and conditions as shall be satisfactory to the Board of Directors, including without limitation a bond for the faithful performance of the duties of such officer's office and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such officer's possession or under such officer's control and belonging to the corporation.

4.12 Delegation of Authority. The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

ARTICLE 5

Notices and Corporate Records

5.1 Delivery. Whenever, under the provisions of law, or of the certificate of incorporation of the corporation or these bylaws, written notice is required to be given to any director or stockholder, such notice may be given by mail, addressed to such director or stockholder, at such person's address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail or delivered to a nationally recognized courier service. Unless written notice by mail is required by law, written notice may also be given by commercial delivery service, facsimile transmission, electronic means or similar means addressed to such director or stockholder at such person's address as it appears on the records of the corporation, in which case such notice shall be deemed to be given when delivered into the control of the persons charged with effecting such transmission, the transmission charge to be paid by the corporation or the person sending such notice and not by the addressee. Oral notice or other in-hand delivery, in person or by telephone, shall be deemed given at the time it is actually given.

5.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of law or of the certificate of incorporation of the corporation or of these bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors or members of a committee of directors need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the certificate of incorporation or these bylaws.

5.3 Corporate Records. Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours of business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its minute of Stockholder meetings for the past two years. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office or at its principal place of business.

ARTICLE 6

Indemnification and Insurance

6.1 Indemnification of Officers and Directors. Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "*proceeding*"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director or officer of the corporation (or any predecessor), or while a director or officer of the corporation, is or was serving at the request of the corporation (or any predecessor) as a director, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, employee benefit plan sponsored or maintained by the corporation, or other enterprise (or any predecessors of such entities) (hereinafter an "*Indemnitee*"), shall be indemnified and held harmless by the corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended, including, but not limited to, Section 102(b)(7) of the DGCL (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), or by other applicable law as then in effect, against all expense, liability and loss (including attorneys' fees and related disbursements, judgments, fines, excise taxes or penalties under the Employee Retirement Income Security Act of 1974, as amended from time to time, penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such Indemnitee in connection therewith; *provided, however*, that except with respect to a proceeding to enforce any indemnification or advancement rights hereunder, the corporation shall indemnify such Indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors. Each person who is or was serving as a director, officer, employee or agent of a subsidiary of the corporation shall be deemed to be serving, or have served, at the request of the corporation. The right to indemnification conferred in this Section 6.1 shall be a contract right.

Any indemnification (but not advancement of expenses) under this Article 6 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the DGCL, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment). Such determination shall be made with respect to a person who is a director or officer at the time of such determination (a) by a majority vote of the directors who are not or were not parties to the proceeding in respect of which indemnification is being sought by Indemnitee (the "*Disinterested Directors*"), even though less than a quorum, (b) by a committee of Disinterested Directors designated by a majority vote of the Disinterested Directors, even though less than a quorum, (c) if there are no such Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to Indemnitee, or (d) by the stockholders.

6.2 Indemnification of Others. This Article 6 does not limit the right of the corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than those persons identified in Section 6.1 when and as authorized by the Board or by the action of a committee of the Board or designated officers of the corporation established by or designated in resolutions approved by the Board; *provided, however*, that the payment of expenses incurred by such a person in advance of the final disposition of the proceeding shall be made only upon receipt by the corporation of a written undertaking by such person to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Article 6 or otherwise.

6.3 Advance Payment. (a) The right to indemnification under this Article 6 shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition, such advances to be paid by the corporation within thirty (30) days after the receipt by the corporation of a statement or statements from the claimant requesting such advance or advances from time to time; *provided, however*, that if the DGCL requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the corporation of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under Section 6.1 or otherwise.

(b) Notwithstanding the foregoing, unless such right is acquired other than pursuant to this Article 6, no advance shall be made by the corporation to an officer of the corporation (except by reason of the fact that such officer is or was a director of the corporation, in which event this paragraph shall not apply) in any proceeding if a determination is reasonably and promptly made (a) by the Board of Directors by a majority vote of the Disinterested Directors, even though less than a quorum, or (b) by a committee of Disinterested Directors designated by majority vote of the Disinterested Directors, even though less than a quorum, or (c) if there are no Disinterested Directors or the Disinterested Directors so direct, by independent legal counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to the claimant, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the corporation or such person had reasonable cause to believe his or her conduct was unlawful.

6.4 Right of Indemnitee to Bring Suit. If a claim for indemnification (following final disposition of such proceeding) or advancement of expenses under this Article 6 is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be thirty (30) days, the Indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit to the fullest extent permitted by law. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article or otherwise shall be on the corporation.

6.5 Non-Exclusivity and Survival of Rights; Amendments. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article 6 shall not be deemed exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation of the corporation, bylaws, agreement, vote of stockholders or Disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such a person. Any repeal or modification of the provisions of this Article 6 shall not in any way diminish or adversely affect the rights of any director, officer, employee or agent of the corporation hereunder in respect of any occurrence or matter arising prior to any such repeal or modification.

6.6 Insurance. The corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such expenses, liability or loss under the DGCL.

6.7 Reliance. Persons who after the date of the adoption of this provision become or remain directors or officers of the corporation shall be conclusively presumed to have relied on the rights to indemnity, advance of expenses and other rights contained in this Article 6 in entering into or continuing such service. The rights to indemnification and to the advance of expenses conferred in this Article 6 shall apply to claims made against an Indemnitee arising out of acts or omissions that occurred or occur both prior and subsequent to the adoption hereof.

6.8 Severability. If any word, clause, provision or provisions of this Article 6 shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Article 6 (including, without limitation, each portion of any section or paragraph of this Article 6 containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this Article 6 (including, without limitation, each such portion of any section or paragraph of this Article 6 containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

ARTICLE 7

Capital Stock

7.1 Certificates for Shares. The shares of the corporation shall be (i) represented by certificates or (ii) uncertificated and evidenced by a book-entry system maintained by or through the corporation's transfer agent or registrar. Certificates shall be signed by, or in the name of the corporation by, the Chairman of the Board, the Chief Executive Officer, the President or a Vice President and by the Chief Financial Officer, the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the corporation. Certificates may be issued for partly paid shares and in such case upon the face or back of the certificates issued to represent any such partly paid shares, the total amount of the consideration to be paid therefor, and the amount paid thereon shall be specified.

Within a reasonable time after the issuance or transfer of uncertificated stock, the corporation shall send or cause to be sent to the registered owner thereof a written notice containing the information required by the DGCL or a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

7.2 Signatures on Certificates. Any or all of the signatures on a certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

7.3 Transfer of Stock. Upon surrender to the corporation or the transfer agent of the corporation of a certificate of shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, and proper evidence of compliance of other conditions to rightful transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Upon receipt of proper transfer instructions and proper evidence of compliance of other conditions to rightful transfer from the registered owner of uncertificated shares, such uncertificated shares shall be canceled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the corporation.

7.4 Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

7.5 Lost, Stolen or Destroyed Certificates. The corporation may direct that a new certificate or certificates be issued to replace any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed and on such terms and conditions as the corporation may require. When authorizing the issue of a new certificate or certificates, the corporation may, in its discretion and as a condition precedent to the issuance thereof, require the owner of the lost, stolen or destroyed certificate or certificates, or his or her legal representative, to indemnify the corporation in such manner as it may require, and/or to give the corporation a bond or other adequate security in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

ARTICLE 8

General Provisions

8.1 Dividends. Dividends upon the capital stock of the corporation, subject to any restrictions contained in the DGCL or the provisions of the certificate of incorporation of the corporation, if any, may be declared by the Board of Directors at any regular or special meeting or by unanimous written consent. Dividends may be paid in cash, in property or in shares of capital stock, subject to the provisions of the certificate of incorporation of the corporation.

8.2 Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

8.3 Corporate Seal. The Board of Directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the word "Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced. The seal may be altered from time to time by the Board of Directors.

8.4 Execution of Corporate Contracts and Instruments. The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

8.5 Representation of Shares of Other Corporations. The Chief Executive Officer, the President or any Vice President, the Chief Financial Officer or the Treasurer or any Assistant Treasurer, or the Secretary or any Assistant Secretary of the corporation is authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any corporation or corporations or similar ownership interests of other business entities standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all shares or similar ownership interests held by the corporation in any other corporation or corporations or other business entities may be exercised either by such officers in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officers.

ARTICLE 9

Forum for Adjudication of Disputes

9.1 Exclusive Forum; Delaware Chancery Court. To the fullest extent permitted by law, and unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if that court lacks subject matter jurisdiction, another federal or state court situated in the State of Delaware), shall be the sole and exclusive forum for (a) any derivative action or proceeding brought in the name or right of the corporation or on its behalf, (b) any action asserting a claim based upon a breach of a duty owed by any current or former director, officer, employee, agent or stockholder of the corporation to the corporation or the corporation's stockholders, (c) any action arising or asserting a claim arising pursuant to any provision of the DGCL or any provision of the certificate of incorporation or these bylaws or (d) any action asserting a claim governed by the internal affairs doctrine, including, without limitation, any action to interpret, apply, enforce or determine the validity of the certificate of incorporation or these bylaws. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this Section 9.1.

9.2 Exclusive Forum; Federal District Courts. Unless the corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act of 1933 and the Securities Exchange Act of 1934. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this Section 9.2.

ARTICLE 10

Amendments

Subject to the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the corporation, without any action on the part of the stockholders, by the vote of at least a majority of the directors of the corporation then in office. In addition to any vote of the holders of any class or series of stock of the corporation required by the DGCL or the certificate of incorporation of the corporation, the bylaws may also be adopted, amended or repealed by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of the shares of the capital stock of the corporation entitled to vote thereon.



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December 9, 2022

Atlis Motor Vehicles Inc.
1828 N. Higley Road, Suite 116
Mesa, AZ 85205

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Atlis Motor Vehicles Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Company's registration statement on Form S-8 to be filed with the U.S. Securities and Exchange Commission (the "Commission") on or about the date hereof (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the offer and sale of up to 45,733,881 shares of Class A common stock, \$0.0001 par value per share, of the Company (the "Shares"), issuable pursuant to the terms and in the manner set forth in the Company's Employee Stock Option Plan (the "Plan").

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act.

In rendering the opinion set forth below, we examined and relied upon such certificates, corporate records, agreements, instruments and other documents, and examined such matters of law, that we considered necessary or appropriate as a basis for the opinion. We have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the certificate of incorporation of the Company, as in effect on the date hereof, (ii) the amended and restated bylaws of the Company, as in effect on the date hereof, (iii) the Registration Statement, (iv) the Plan, (v) resolutions of the board of directors of the Company relating to, among other matters, the approval of the Plan, the reservation for issuance of the Shares issuable thereunder and the filing of the Registration Statement, and (vi) such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such latter documents, that all parties to such documents had the power, corporate or other, to enter into and perform all obligations thereunder and all such documents have been duly authorized by all requisite action, corporate or other, and duly executed and delivered by all parties thereto. As to any facts material to the opinion expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued by the Company in accordance with the terms and in the manner set forth in the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is based upon and limited to the General Corporation Law of the State of Delaware, including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing. We express no opinion herein as to any other laws, statutes, regulations or ordinances.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or the rules and regulations of the Commission or that this consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Winston & Strawn LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 13, 2022, relating to the financial statements of Atlis Motor Vehicles, Inc. (which report expresses an unqualified opinion and includes an explanatory paragraph related to Atlis Motor Vehicles, Inc.'s ability to continue as a going concern), appearing in the Form 1-A POS, for the years ended December 31, 2021 and 2020.

/s/ Prager Metis CPAs, LLP

El Segundo, CA

December 9, 2022

EMPLOYEE STOCK OPTION PLAN
Of
ATLIS MOTOR VEHICLES, INC.
Dated and effective as of
April 27, 2022

Section 1. PURPOSE

1.1 Purpose. The purpose of the Atlis Motor Vehicles, Inc. Employee Stock Option Plan (the “**Plan**”) is to enable Atlis Motor Vehicles, Inc., a Delaware corporation (the “**Company**”), to better attract, retain, and incentivize key employees and/or consultants, through the potential to acquire equity ownership in the company on an ongoing basis.

Section 2. DEFINITIONS

2.1 Definitions. Whenever the following capitalized words or phrases are used, the following definitions will be applicable throughout the Plan, unless specifically modified by any Section:

- (a) “**1934 Act**” means the Securities Exchange Act of 1934, as amended.
- (b) “**Affiliate**” means, with respect to any person, any other person directly or indirectly controlling, controlled by, or under common control with such other person.
- (c) “**Award**” means, individually or collectively, any Option.
- (d) “**Board**” means the board of directors of the Company.
- (e) “**Change of Control Value**” means the amount determined in accordance with Section 8.4.
- (f) “**Code**” means the Internal Revenue Code of 1986, as amended. Reference in the Plan to any section of the Code will be deemed to include any amendments or successor provisions to such section and any regulations under such section.
- (g) “**Committee**” means a committee of the Board that is selected by the Board as provided in Section 4.1.
- (h) “**Common Stock**” means the common stock of the Company or any security into which such common stock may be changed by reason of any transaction or event of the type described in Section 8.
- (i) “**Company**” means Atlis Motor Vehicles, Inc., a Delaware corporation.

(j) **“Consultant”** means any person who is not an Employee and who is providing services to the Company or any Affiliate as an advisor, consultant, or other non-common law employee.

(k) **“Corporate Change”** means either (i) the Company not continuing as the surviving entity in any merger, share exchange, or consolidation (or survives only as a subsidiary of an entity), (ii) within a 12 month period, the Company sells, leases, or exchanges, or agrees to sell, lease, or exchange, all or substantially all of its assets to any other person or entity, (iii) within a 12 month, period any person or entity, including a “group” as contemplated by Section 13(d)(3) of the 1934 Act, acquires or gains ownership or control (including, without limitation, power to vote) of more than 50% of the outstanding shares of the Company’s voting stock (based upon voting power), or (iv) at such time as the Company becomes a reporting company under the 1934 Act, as a result of or in connection with a contested election of Directors, the persons who were Directors of the Company before such election cease to constitute a majority of the Board; provided, however, that a Corporate Change will not include (A) any reorganization, merger, consolidation, sale, lease, exchange, or similar transaction, which involves solely the Company and one or more entities wholly- owned, directly or indirectly, by the Company immediately prior to such event or (B) the consummation of any transaction or series of integrated transactions immediately following which the record holders of the voting stock of the Company immediately prior to such transaction or series of transactions continue to hold 50% or more of the voting stock (based upon voting power) of (1) any entity that owns, directly or indirectly, the stock of the Company, (2) any entity with which the Company has merged, or (3) any entity that owns an entity with which the Company has merged.

(l) **“Director”** means (i) an individual elected to the Board by the stockholders of the Company or by the Board under applicable corporate law who either is serving on the Board on the date the Plan is adopted by the Board or is elected to the Board after such date and (ii) for purposes of and relating to eligibility for the grant of an Award, an individual elected to the board of directors of any parent or subsidiary corporation (as defined in section 424 of the Code) of the Company.

(m) **“Employee or Consultant”** means any person providing services to the Company as either an employee of or consultant to the Company or any subsidiary corporation (as defined in section 424 of the Code).

(n) **“External Valuation Event”** means a capital raising or other event resulting in an independent valuation of the Company.

(o) **“External Valuation Price”** means fair market value of a share of Common Stock, as determined in the External Valuation Event.

(p) **“Fair Market Value Price”** means, as of any specified date, either the closing price of a share of Common Stock, if it is traded on the National Market System of the NASDAQ or a national securities exchange, or the closing crowd-funded price per share of Common Stock.

(q) **“Notice of Grant”** means a written notification sent to the Optionee for each Award, outlining the main details of the Award.

(r) **“Option”** means an option to acquire one share of Common Stock, granted under this Plan.

(s) **“Optionee”** means an Employee or Consultant who has been or is eligible to be granted an Award.

(t) **“Plan”** means the Atlis Motor Vehicles, Inc. Employee Stock Option Plan, as amended from time to time.

(u) **“Rule 16b-3”** means SEC Rule 16b-3 promulgated under the 1934 Act, as such may be amended from time to time, and any successor rule, regulation, or statute fulfilling the same or a similar function.

(v) **“Section 409A”** means Section 409A of the Code.

(w) **“Strike Price”** means the Fair Market Value Price, as determined as of the date of each Award, or as determined pursuant to an independent Section 409A valuation, and is the Option exercise price.

2.2 Number and Gender. Wherever appropriate in the Plan, words used in the singular will be considered to include the plural, and words used in the plural will be considered to include the singular. The masculine gender, where appearing in the Plan, will be deemed to include the feminine gender.

2.3 Headings. The headings of Sections and Subsections in the Plan are included solely for convenience, and, if there is any conflict between such headings and the text of the Plan, the text will control. All references to Sections and Subsections are to this document unless otherwise indicated.

Section 3. EFFECTIVE DATE AND DURATION OF THE PLAN

3.1 Effective Date. The Plan will become effective on the date above first written, after adoption of a duly authorized and executed resolution or consent of the Board of Directors.

3.2 Duration of Plan. The Plan will remain in effect until all Options granted under the Plan have been exercised, forfeited, assumed, substituted, satisfied or expired.

Section 4. ADMINISTRATION

4.1 Composition of Committee. The Plan will be administered by a committee of, and appointed by, the Board. In the absence of the Board’s appointment of such Committee to administer the Plan, the Board will serve as the Committee. Notwithstanding the foregoing, from and after the date upon which the Company becomes a “publicly held corporation” (as defined in section 162(m) of the Code and applicable interpretive authority under the Code), the Plan will be administered by a committee of, and appointed by, the Board that will be comprised solely of two or more outside Directors (within the meaning of the term “outside directors” as used in section 162(m) of the Code and applicable interpretive authority under the Code and within the meaning of “Non-Employee Director” as defined in Rule 16b-3).

4.2 Powers. Subject to the express provisions of the Plan, the Committee will have authority, in its discretion, to determine which Employees or Consultants will receive an Award, the time or times when such Award will be made, and the number of shares to be subject to each Option. In making such determinations, the Committee will take into account the nature of the services rendered by the respective Employees or Consultants, their present and potential contribution to the Company's success, and such other factors as the Committee in its discretion will deem relevant.

4.3 Additional Powers. The Committee will have such additional powers as are delegated to it by the other provisions of the Plan. Subject to the express provisions of the Plan, this will include the power (1) to construe the Plan and the respective agreements executed under the Plan, (2) to prescribe rules and regulations relating to the Plan, (3) to determine the terms, restrictions, and provisions of the agreement relating to each Award, and (4) to make all other determinations necessary or advisable for administering the Plan. The Committee may correct any defect, supply any omission, or reconcile any inconsistency in the Plan or in any agreement relating to an Award in the manner and to the extent it will deem expedient to carry it into effect. The determinations of the Committee on the matters referred to in this Section will be conclusive and binding on all persons.

4.4 Limitation of Liability. The Committee and each member thereof shall be entitled to, in good faith, rely or act upon any report or other information furnished to him or her by any officer or employee of the Company or an Affiliate, the Company's legal counsel, independent auditors, consultants or any other agents assisting in the administration of this Plan. Members of the Committee and any officer or employee of the Company or an Affiliate acting at the direction or on behalf of the Committee shall not be personally liable for any action or determination taken or made in good faith with respect to this Plan, and shall, to the fullest extent permitted by law, be indemnified and held harmless by the Company with respect to any such action or determination.

Section 5. STOCK SUBJECT TO THE PLAN

5.1 Stock Offered. Subject to the limitations set forth in Section 5.2, the stock to be offered pursuant to the grant of an Award may be (1) authorized but unissued Common Stock or (2) previously issued and outstanding Common Stock reacquired by the Company. Any of such shares that remain unissued and are not subject to outstanding Awards at the termination of the Plan will cease to be subject to the Plan, but until termination of the Plan the Committee will at all times make available a sufficient number of shares to meet the requirements of the Plan.

5.2 Restrictions on Shares. Optionee hereby agrees that shares of Common Stock purchased upon the exercise of the Option shall be subject to such terms and conditions as the Board shall determine in its sole discretion, including, without limitation, restrictions on the transferability of shares, and a right of first refusal in favor of the Company with respect to permitted transfers of Shares. Such terms and conditions may, in the Board's sole discretion, be contained in the exercise notice with respect to the Option or in such other agreement as the Board shall determine and which the Optionee hereby agrees to enter into at the request of the Company.

Section 6. GRANT OF AWARDS

6.1 Eligibility for Award. Awards may be granted only to persons who, at the time of grant, are Employees or Consultants.

6.2 Grant of Awards, Quarterly Issuance.

(a) The Committee shall, as of the last day of each calendar quarter, or on the date of any equity event if during a quarter, grant Awards to one or more Employees or Consultants whom have been previously determined to be eligible for participation in the Plan in accordance with the provisions of Section 6.1.

(b) The number of Options granted pursuant to a quarterly Award to a participating Optionee shall be equal to up to 30% of the cumulative cash compensation paid to the Employee or Consultant during the calendar quarter, or up to and including the date of any equity event if during a quarter, divided by the Fair Market Value Price on the last day of that quarter.

(c) If an Employee or Consultant is no longer employed or otherwise providing services to the Company or an Affiliate as of the last day of a subject calendar quarter, no Award shall be made to such Employee or Consultant.

(d) Discretionary or "True Up" Awards: At the sole discretion of the Committee, supplemental Award(s) may be granted to all Optionees in order to equalize discrepancies that may periodically arise between crowdfunding prices used to determine the amount of previous Awards versus prices determined through External Valuation Events.

6.3 Relinquishment of Prior Equity. All Optionees agree that entry into the plan, and any Award granted pursuant to this Plan, are both expressly conditioned upon the relinquishment, forfeiture, and cancellation of any and all right, title, or interest in any equity or common shares in the Company which were or may have been issued to them at any time prior to August 24, 2021, and agree unconditionally to hold the Company harmless with respect to the relinquishment, forfeiture, and cancellation of all such shares. At the sole discretion of the Committee, additional Award(s) may be granted as of the effective date of the Plan, in recognition of any relinquishment made by an Optionee pursuant to this Section 6.3.

Section 7. STOCK OPTIONS

7.1 Option Period. The term of each Option will be as specified by the Committee at the date of grant.

7.2 Vesting. An Option will vest and/or be exercisable in whole or in part and at such times as determined by the Committee and set forth in the Notice of Grant. The Committee in its discretion may provide that an Option will be vested or exercisable upon (1) the attainment of one or more performance goals or targets established by the Committee, which are based on (i) the price of a share of Common Stock, (ii) the Company's earnings per share, (iii) the Company's market share, (iv) the market share of a business unit of the Company designated by the Committee, (v) the Company's sales, (vi) the sales of a business unit of the Company designated by the Committee, (vii) the net income (before or after taxes) of the Company or a business unit of the Company designated by the Committee, (viii) the cash flow return on investment of the Company or any business unit of the Company designated by the Committee, (ix) the earnings before or after interest, taxes, depreciation, and/or amortization of the Company or any business unit of the Company designated by the Committee, (x) the economic value added, or (xi) the return on stockholders' equity achieved by the Company; (2) the Optionee's continued employment as an Employee with the Company or continued service as a Consultant for a specified period of time; (3) the occurrence of any event or the satisfaction of any other condition specified by the Committee in its sole discretion; or (4) a combination of any of the foregoing. Each Option may, in the discretion of the Committee, have different provisions with respect to vesting and/or exercise of the Option. Each Option must meet all vesting requirements before it can be exercised.

7.3 Notice of Grant.

(a) Each Award to an Optionee will be evidenced by a Notice of Grant in such form and containing such provisions not inconsistent with the provisions of the Plan as the Committee from time to time will approve. The terms and conditions of the Options and respective Notices of Grant need not be identical. Subject to the consent of the Optionee, the Committee may, in its sole discretion, amend an outstanding Notice of Grant from time to time in any manner that is not inconsistent with the provisions of the Plan (including, without limitation, an amendment that accelerates the time at which the Option, or a portion of the Option, may be exercisable).

(b) The Notice of Grant will indicate, at a minimum, (1) the effective date of the Award, (2) the Fair Market Value Price, on such date, of the Common Stock which would be acquired upon exercise of the Options; (3) the Strike Price (exercise price) of the Options; (4) the vesting schedule and requirements, if any; and (5) the expiration date, if any.

(c) An Option Agreement may provide for the payment of the Strike Price, in whole or in part, by the delivery of a number of shares of Common Stock (plus cash if necessary) having a fair market value equal to such Strike Price. Moreover, an Option Agreement may provide for a "cashless exercise" of the Option through procedures satisfactory to, and approved by and in the sole discretion of, the Committee. Generally, and without limiting the Committee's absolute discretion, a "cashless exercise" will only be permitted at such times in which the shares underlying this Option are publicly traded.

7.4 Option Price. The Strike Price at which a share of Common Stock may be purchased upon exercise of an Option shall equal the Fair Market Value Price. The Fair Market Value Price may be calculated by using the current trading price or the price per share as determined by an independent 409(a) valuation.

7.5 Exercise of Option.

(a) The Option shall be exercisable cumulatively according to the vesting schedule, if any, set out in the Notice of Grant. If the Notice of Grant indicates that the Option is fully vested upon grant, such Option may be exercised at any time, subject to any other applicable restrictions.

(b) The Option may not be exercised unless all vesting requirements as set forth in the Notice of Grant have been met.

(c) The Option may not be exercised for a fraction of a Common Stock.

(d) In the event that the Optionee ceases to be an Employee or Consultant, the exercisability of this Option is governed by Sections 7.8 below, subject to the limitations contained in this Section 7.5.

(e) In no event may the Option be exercised after the expiration date set forth in the Notice of Grant.

(f) The Option shall be exercisable by written notice to the Company. The Exercise Notice shall state the number of Common Stock for which the Option is being exercised, and such other representations and agreements with respect to such shares of Common Stock as may be required by the Company pursuant to the provisions of the Plan. The Exercise Notice shall be signed by Optionee and shall be delivered in person or by certified mail to the Secretary of the Company or such other authorized representative of the Company. The Exercise Notice shall be accompanied by payment of the Exercise Price, including payment of any applicable withholding tax. No Common Stock shall be issued pursuant to the exercise of an Option unless such issuance and such exercise comply with all relevant provisions of law and the requirements of any stock exchange upon which the shares may then be listed. Assuming such compliance, for income tax purposes the shares shall be considered transferred to Optionee on the date on which the Option is exercised with respect to such shares.

(g) The Option may not be exercised until the Plan has been approved by the Directors and, if required under applicable law and the Company's governing documents, the stockholders of the Company. If the issuance of Common Stock upon such exercise or if the method of payment for such Common Stock would constitute a violation of any applicable federal or state securities or other law or regulation, then the Option may also not be exercised. The Company may require Optionee to make any representation and warranty to the Company as may be required by any applicable law or regulation before allowing the Option to be exercised.

(h) Optionee hereby agrees that if so requested by the Company or any representative of the underwriters (the "Managing Underwriter") in connection with any registration of the offering of any securities of the Company under the Securities Act of 1933, as amended (the "Securities Act"), Optionee shall not sell or otherwise transfer any Common Stock or other securities of the Company during the 180 day period (or such longer period as may be requested in writing by the Managing Underwriter and agreed to in writing by the Company) (the "Market Standoff Period") following the effective date of a registration statement of the Company filed under the Securities Act; provided, however, that such restriction shall apply only to the first registration statement of the Company to become effective under the Securities Act that includes securities to be sold on behalf of the Company to the public in an underwritten public offering under the Securities Act. The Company may impose stop transfer instructions with respect to securities subject to the foregoing restrictions until the end of such Market Standoff Period and these restrictions shall be binding on any transferee of such shares. Notwithstanding the foregoing, the 180-day period may be extended for up to such number of additional days as is deemed necessary by the Company or the Managing Underwriter to continue coverage by research analysts in accordance with NASD Rule 2711 or any successor rule.

7.6 **Method of Payment.** Payment of the Exercise Price shall be by any of the following, or a combination thereof, at the election of the Optionee:

(a) cash;

(b) check;

(c) with the consent of the Board, a full recourse promissory note bearing interest (at no less than such rate as is a market rate of interest and which then precludes the imputation of interest under the Code), payable upon such terms as may be prescribed by the Board and structured to comply with applicable laws;

(d) with the consent of the Board, property of any kind which constitutes good and valuable consideration;

(e) following any Public Offering, with the consent of the Board, delivery of a notice that the Optionee has placed a market sell order with a broker with respect to Shares then issuable upon exercise of the Option and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to the Company in satisfaction of the aggregate Exercise Price; provided, that payment of such proceeds is then made to the Company upon settlement of such sale; or

(f) with the consent of the Board, any combination of the foregoing methods of payment.

7.7 **Stockholder Rights and Privileges.** The Optionee will be entitled to all the privileges and rights of a stockholder only with respect to such shares of Common Stock as have been purchased under the Option and for which certificates of stock have been registered in the Optionee's name.

7.8 **Option Following Cessation of Services**

(a) If Optionee ceases to be an Employee or Consultant (other than by reason of Optionee's death or disability), Optionee may exercise the Option until the expiration date set out in the Notice of Grant, to the extent the Option was vested on the date on which Optionee ceases to be an Employee or Consultant. To the extent that the Option is not vested on the date on which Optionee ceases to be an Employee or Consultant, or if Optionee does not exercise this Option within the time specified herein, the Option shall terminate unless otherwise agreed by the Committee.

(b) If Optionee ceases to be an Employee or Consultant as a result of his or her death or disability, Optionee may exercise the Option to the extent the Option was vested at the date on which Optionee ceases to be an Employee or Consultant, but only within twelve (12) months from such date (and in no event later than the expiration date of the term of this Option as set forth in the Notice of Grant). To the extent that the Option is not vested at the date on which Optionee ceases to be an Employee or Consultant, or if Optionee does not exercise such Option within the time specified herein, the Option shall terminate.

Section 8. RECAPITALIZATION OR REORGANIZATION

8.1 No Effect on Board's or Stockholders' Power. The existence of the Plan and the Awards granted under the Plan will not affect in any way the right or power of the Board or the stockholders of the Company to make or authorize (1) any adjustment, recapitalization, reorganization, or other change in the Company's capital structure or its business, (2) any merger, share exchange, or consolidation of the Company or any subsidiary, (3) any issue of debt or equity securities ranking senior to or affecting Common Stock or the rights of Common Stock, (4) the dissolution or liquidation of the Company or any subsidiary, (5) any sale, lease, exchange, or other disposition of all or any part of the Company's assets or business, or (6) any other corporate act or proceeding.

8.2 Adjustment in the Event of Stock Subdivision, Consolidation, or Dividend. The shares with respect to which Options may be granted are shares of Common Stock as presently constituted, but if, and whenever, prior to the expiration of an Option theretofore granted, the Company will effect a subdivision or consolidation of shares of Common Stock or the payment of a stock dividend on Common Stock without receipt of consideration by the Company, the number of shares of Common Stock with respect to which such Option may thereafter be exercised (1) in the event of an increase in the number of outstanding shares, will be proportionately increased, and the purchase price per share will be proportionately reduced, and (2) in the event of a reduction in the number of outstanding shares, will be proportionately reduced, and the purchase price per share will be proportionately increased, without changing the aggregate purchase price or value as to which outstanding Awards remain exercisable or subject to restrictions. No fractional share resulting from such adjustment shall be issued under the Plan.

8.3 Adjustment in the Event of Recapitalization or Corporate Change.

(a) If the Company recapitalizes, reclassifies its capital stock, or otherwise changes its capital structure (a "**recapitalization**"), the number and class of shares of Common Stock covered by an Option theretofore granted will be adjusted so that such Option will thereafter cover the number and class of shares of stock and securities to which the Optionee would have been entitled pursuant to the terms of the recapitalization if, immediately prior to the recapitalization, the Optionee had been the holder of record of the number of shares of Common Stock then covered by such Option.

(b) If a Corporate Change occurs, then no later than (1) 10 days after the approval by the stockholders of the Company of a Corporate Change, other than a Corporate Change resulting from a person or entity acquiring or gaining ownership or control of more than 50% of the outstanding shares of the Company's voting stock, or (2) 30 days after a Corporate Change resulting from a person or entity acquiring or gaining ownership or control of more than 50% of the outstanding shares of the Company's voting stock, the Committee, acting in its sole discretion and without the consent or approval of any Optionee, will effect one or more of the following alternatives, which alternatives may vary among individual Optionees and which may vary among Options held by any individual Optionee:

(i) Accelerate the vesting of any Options (or any portion of any Option) then outstanding;

(ii) Accelerate the time at which some or all of the Options (or any portion of the Options) then outstanding may be exercised so that such Options (or any portion of such Options) may be exercised for a limited period of time on or before a specified date (before or after such Corporate Change) fixed by the Committee, after which specified date all unexercised Options and all rights of Optionees under such Options will terminate;

(iii) Require the mandatory surrender to the Company by selected Optionees of some or all of the outstanding Options (or any portion of such Options) held by such Optionees (irrespective of whether such Options (or any portion of such Options) are then vested or exercisable under the provisions of the Plan) as of a date, before or after such Corporate Change, specified by the Committee, in which event the Committee will then cancel such Options (or any portion of such Options) and cause the Company to pay each Optionee an amount of cash per share equal to the excess, if any, of the Change of Control Value of the shares subject to such Option over the exercise price(s) under such Options for such shares;

(iv) Make such adjustments to Options (or any portion of such Options) then outstanding as the Committee deems appropriate to reflect such Corporate Change (provided, however, that the Committee may determine in its sole discretion that no adjustment is necessary to one or more Options (or any portion of such Options) then outstanding); or

(v) Provide that the number and class of shares of Common Stock covered by an Option (or any portion of such Option) theretofore granted will be adjusted so that such Option will thereafter cover the number and class of shares of stock or other securities or property (including, without limitation, cash) to which the Optionee would have been entitled pursuant to the terms of the agreement of merger, consolidation, or sale of assets or dissolution if, immediately prior to such merger, consolidation, or sale of assets or dissolution, the Optionee had been the holder of record of the number of shares of Common Stock then covered by such Option.

8.4 Change of Control Value. For purposes of Section 8.3(b)(iii) above, the “Change of Control Value” will equal the amount determined in one of the following clauses, whichever is applicable:

(a) The per share price offered to stockholders of the Company in any such merger, consolidation, sale of assets, or dissolution transaction;

(b) The price per share offered to stockholders of the Company in any tender offer or exchange offer whereby a Corporate Change takes place; or

(c) If such Corporate Change occurs other than pursuant to a tender or exchange offer, the fair market value per share of the shares into which such Options being surrendered are exercisable, as determined by the Committee as of the date determined by the Committee to be the date of cancellation and surrender of such Options.

In the event that the consideration offered to stockholders of the Company in any transaction described in this Section 8.4 or in Section 8.3, above, consists of anything other than cash, the Committee will determine in its discretion the fair cash equivalent of the portion of the consideration offered that is other than cash.

8.5 Other Adjustments. In the event of changes in the outstanding Common Stock by reason of recapitalizations, mergers, consolidations, reorganizations, liquidations, combinations, split-ups, split-offs, spin-offs, exchanges, issuances of rights or warrants, or other relevant changes in capitalization or distributions to the holders of Common Stock occurring after the date of grant of any Award and not otherwise provided for by this Section, (1) such Award and any agreement evidencing such Award will be appropriately adjusted by the Committee as to the number and price of shares of Common Stock or other consideration subject to such Award, without changing the aggregate purchase price or value as to which outstanding Awards remain, and (2) the aggregate number of shares available under the Plan and the maximum number of shares that may be subject to Awards to any one individual will be appropriately adjusted by the Committee, whose determination will be conclusive and binding on all parties.

8.6 Stockholder Action. If any event giving rise to an adjustment provided for in this Section requires stockholder action, such adjustment will not be effective until such stockholder action has been taken.

8.7 Adjustment upon Certain External Valuation Events.

(a) In the event that the External Valuation Price is less than the Strike Price of any previous Award, additional Options shall be granted to the Optionees in accordance with Section 8.7(b). If the External Valuation Price is greater than the Strike Price, there will be no adjustment.

(b) Awards pursuant to this Section 8.7 shall grant a number of additional Options calculated as follows: the excess of the Strike Price over the External Valuation Price, divided by the External Valuation Price.

8.8 Section 409A, No non-compliant Awards or Adjustment(s). The Company intends that all Awards will be in strict compliance with the requirements of Section 409A of the Code, meaning that Awards will not give rise to a taxable event as of the date of grant. No adjustments or supplemental Awards shall be granted by the Committee that would subject an Award to income taxation pursuant to Section 409A. For the removal of doubt, no Options shall be granted that could be construed as being “in the money” as of the date of grant, meaning no economic benefit would be derived by an Optionee through the exercise of the options immediately after they are granted.

Section 9. AMENDMENT AND TERMINATION OF THE PLAN

9.1 Termination of Plan. The Board in its discretion may terminate the Plan at any time with respect to any shares of Common Stock for which Awards have not theretofore been granted.

9.2 Amendment of Plan. The Board will have the right to alter or amend the Plan or any part of the Plan from time to time; provided that no change in any Award theretofore granted may be made that would impair the rights of the Optionee without the consent of the Optionee; and provided, further, that the Board may not, without approval of the stockholders, amend the Plan to (1) increase the maximum aggregate number of shares that may be issued under the Plan, (2) change the class of individuals eligible to receive Awards under the Plan, or (3) otherwise modify the Plan in a manner that would require shareholder approval under applicable exchange rules and under the Code.

Section 10. MISCELLANEOUS

10.1 No Right To An Award. Neither the adoption of the Plan nor any action of the Board or of the Committee will be deemed to give an Employee or Consultant any right to be granted an Option, or any other rights under the Plan except as may be evidenced by an Option Agreement or Notice of Grant, and then only to the extent and on the terms and conditions expressly set forth in such Agreement.

10.2 Unfunded Plan. The Plan will be unfunded. The Company will not be required to establish any special or separate fund or to make any other segregation of funds or assets to insure the payment of any Award.

10.3 No Employment/Consulting/Membership Rights Conferred. Nothing contained in the Plan will (1) confer upon any Employee or Consultant any right with respect to continuation of employment or of a consulting, advisory, or other non-common law relationship with the Company or any subsidiary or (2) interfere in any way with the right of the Company or any subsidiary to terminate any Employee's employment or any Consultant's consulting, advisory, or other non-common law relationship at any time.

10.4 Compliance with Other Laws. The Company will not be obligated to issue any Common Stock pursuant to any Award granted under the Plan at any time when the shares covered by such Award have not been registered under the Securities Act of 1933, as amended, and such other state and federal laws, rules, or regulations as the Company or the Committee deems applicable and, in the opinion of legal counsel to the Company, there is no exemption from the registration requirements of such laws, rules, or regulations available for the issuance and sale of such shares. No fractional shares of Common Stock will be delivered, nor will any cash in lieu of fractional shares be paid.

10.5 Withholding. The Company will have the right to deduct or cause to be deducted in connection with all Awards any taxes required by law to be withheld and to require any payments required to satisfy applicable withholding obligations.

10.6 No Restriction on Corporate Action. Nothing contained in the Plan will be construed to prevent the Company or any subsidiary from taking any corporate action that is deemed by the Company or such subsidiary to be appropriate or in its best interest, whether or not such action would have an adverse effect on the Plan or any Award made under the Plan. No Employee, Consultant, beneficiary, or other person will have any claim against the Company or any subsidiary as a result of any such action.

10.7 Restrictions on Transfer. An Award will not be transferable otherwise than (1) by will or the laws of descent and distribution or (2) with the consent of the Committee.

10.8 Severability. If one or more provisions of the Plan are held to be unenforceable under applicable laws, then (i) such provision shall be excluded from this Plan, (ii) the balance of the Plan shall be interpreted as if such provision were so excluded and (iii) the balance of the Plan shall be enforceable in accordance with its terms.

10.9 Governing Law. The Plan will be construed in accordance with the laws of the state of Delaware.

10.10 Effect of Implementation. Once effective, this Plan amends, replaces, and supersedes the previous Stock Option Plan dated and effective as of January 1, 2021.

Acknowledged as of the date first above written:

ATLIS MOTOR VEHICLES, INC.

OPTIONEE

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Calculation of Filing Fee Tables

Form S-8

(Form Type)

Atlis Motor Vehicles Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule (1)	Amount Registered (2)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.0001 per share	Other	45,733,881 (3)	\$7.00 (4)	\$320,137,167	.0001102	\$35,279.12
Total Offering Amounts					\$320,137,167		\$35,279.12
Total Fee Offsets							-
Net Fee Due							<u>\$35,279.12</u>

(1) Fee calculated in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act").

(2) Pursuant to Rule 416(a) under the Securities Act, this Registration Statement on Form S-8 (this "Registration Statement") also covers any additional shares of Class A common stock of Atlis Motor Vehicles Inc. (the "Registrant") that become issuable under the Atlis Motor Vehicles Inc. Employee Stock Option Plan (the "Plan") by reason of any future share splits, share dividends, recapitalizations or any other similar transactions effected without the receipt of consideration by the Registrant, which results in an increase in the number of outstanding shares of common stock.

(3) This Registration Statement covers 45,733,881 shares of Class A common stock issuable pursuant to options granted under the Plan with a weighted average exercise price of \$7.00.

(4) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h)(1) under the Securities Act based on the weighted average exercise price of the options granted under the Plan.