

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Davidson Francis</u>  (Last) (First) (Middle) C/O SONDER HOLDINGS INC. 447 SUTTER ST. STE 405 #542  (Street) SAN FRANCISCO CA 94108  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sonder Holdings Inc. [ SOND ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/13/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Convertible Preferred Stock	(1)	08/13/2024		A		1,000,000		(2)	(3)	Common Stock	1,000,000	\$1	1,000,000	D	

**Explanation of Responses:**

- The Series A Convertible Preferred Stock is convertible into a number of shares of common stock equal to (x) the liquidation preference, plus an amount equal to all accumulated and unpaid dividends on such shares (including dividends accrued and unpaid on previously unpaid dividends) divided by (y) a conversion price of the lower of (i) \$1.00 and (ii) a 10% discount to the lowest daily VWAP of the common stock in the 7 trading days prior to the date of conversion, subject to a minimum conversion price of \$0.50. The number of shares of Company common stock underlying such Series A Convertible Preferred Stock will increase for each dividend period.
- The shares will become convertible upon shareholder approval for the issuance of the underlying common stock at a special meeting anticipated to be held in the third quarter of 2024.
- The conversion rights of the Series A Convertible Preferred Stock do not expire.

**Remarks:**

/s/ Katherine E. Potter Attorney-in Fact 08/19/2024  
for Francis Davidson

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

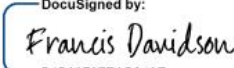
The undersigned, as a Section 16 reporting person of Sonder Holdings Inc. (the "Company"), hereby constitutes and appoints Dominique Bourgault and Katherine Potter, and each of them, each with full power of substitution and in my name, place and stead, the undersigned's true and lawful attorneys-in-fact to:

1. Complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact, and each of them, shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. Do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company, and such other person or agency as the foregoing attorneys-in-fact, and each of them, shall deem necessary or appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents, or any of them or their duly authorized substitutes, shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended or the rules and regulations promulgated thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the attorneys-in-fact named above.

This Power of Attorney is executed as of the date set forth below.

DocuSigned by:  
  
Signature: \_\_\_\_\_  
B1B89737EA5C43E

Name: Francis Davidson

Dated: 7/19/2024 | 11:48 PM SGT \_\_\_\_\_

