

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

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 14, 2023

AYRO, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34643
(Commission
File No.)

98-0204758
(IRS Employer
Identification No.)

AYRO, Inc.
900 E. Old Settlers Boulevard, Suite 100
Round Rock, Texas 78664
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: 512-994-4917

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	AYRO	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K (this "Current Report") is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As reported below under Item 5.07 of this Current Report, AYRO, Inc. (the "Company") held a special meeting of stockholders on September 14, 2023 (the "Special Meeting"), at which the Company's stockholders approved a Second Amendment (the "Incentive Plan Amendment") to the Company's 2020 Long-Term Incentive Plan, as amended (the "Incentive Plan"), to increase the aggregate number of shares available for the grant of awards under the Incentive Plan by 5,750,000 shares to a total of 9,839,650 shares of the Company's common stock, par value \$0.0001 per share ("Common Stock").

For more information about the Incentive Plan Amendment, see the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on August 18, 2023 (the "Proxy Statement"), the relevant portions of which are incorporated herein by reference. The foregoing description of the Incentive Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Incentive Plan Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report and is incorporated by reference herein.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Reverse Stock Split Amendment

As reported below under Item 5.07 of this Current Report, the Company held the Special Meeting on September 14, 2023, at which meeting the Company's stockholders approved an amendment (the "Reverse Stock Split Amendment") to the Company's amended and restated certificate of incorporation (the "Certificate of Incorporation") to effect a reverse stock split of the shares of Common Stock either issued and outstanding or held by the Company as treasury stock at a ratio in the range of 1-for-2 to 1-for-10, with such ratio to be determined by the Company's board of directors (the "Board") and included in a public announcement (the "Reverse Stock Split"). Following the Special Meeting, the Board determined to effect the Reverse Stock Split at a ratio of 1-for-8 and approved the corresponding final form of the Reverse Stock Split Amendment. On September 14, 2023, the Company filed the Reverse Stock Split Amendment with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective as of 4:00 p.m. (New York time) on September 15, 2023.

As a result of the Reverse Stock Split, every eight shares of issued and outstanding Common Stock will be automatically combined into one issued and outstanding share of Common Stock, without any change in the par value per share. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares that would otherwise have resulted from the Reverse Stock Split will be rounded up to the next whole number. The Reverse Stock Split will reduce the number of shares of Common Stock outstanding from 37,732,530 shares to approximately 4,716,567 shares, subject to adjustment for the rounding up of fractional shares. The number of authorized shares of Common Stock under the Certificate of Incorporation will not change as a result of the Reverse Stock Split.

Proportionate adjustments will be made to the per share exercise price and the number of shares of Common Stock that may be purchased upon exercise of outstanding stock options and warrants granted by the Company, the per share conversion price and the number of shares of Common Stock that may be issued upon conversion of outstanding shares of convertible preferred stock issued by the Company and the number of shares of Common Stock reserved for future issuance under the Incentive Plan.

The Common Stock will begin trading on a reverse stock split-adjusted basis on The Nasdaq Capital Market on September 18, 2023. The trading symbol for the Common Stock will remain "AYRO." The new CUSIP number for the Common Stock following the Reverse Stock Split is 054748207.

For more information about the Reverse Stock Split, see the Proxy Statement, the relevant portions of which are incorporated herein by reference. The information set forth herein is qualified in its entirety by reference to the complete text of the Reverse Stock Split Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report and is incorporated by reference herein.

Share Increase Amendment

As reported below under Item 5.07 of this Current Report, at the Special Meeting the Company's stockholders approved an amendment to the Certificate of Incorporation (the "Share Increase Amendment") to authorize the Board, at its discretion, to increase the number of authorized shares of Common Stock from 100,000,000 to 200,000,000 and to make a corresponding change to the number of authorized shares of capital stock (the "Increase of Authorized Shares"). The Board determined to effect the Increase of Authorized Shares following the Special Meeting. On September 14, 2023, the Company filed the Share Increase Amendment with the Secretary of State of the State of Delaware to effect the Increase of Authorized Shares, effective as of 4:05 p.m. (New York time) on September 15, 2023.

For more information about the Increase of Authorized Shares, see the Proxy Statement, the relevant portions of which are incorporated herein by reference. The information set forth herein is qualified in its entirety by reference to the complete text of the Share Increase Amendment, a copy of which is filed as Exhibit 3.2 to this Current Report and is incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Special Meeting was held on September 14, 2023. As of the close of business on August 14, 2023, the record date for the Special Meeting, there were (i) 37,732,530 shares of Common Stock, entitled to an aggregate of 37,732,530 votes, (ii) 50 shares of Series H-6 Convertible Preferred Stock, par value \$0.0001 per share, entitled to an aggregate of 1,000 votes, and (iii) 22,000 shares of Series H-7 Convertible Preferred Stock, par value \$0.0001 per share ("Series H-7 Preferred Stock"), entitled to an aggregate of 30,555,555 votes, outstanding and entitled to vote on the proposals described below, provided, however, that holders of shares of Series H-7 Preferred Stock were not entitled to vote such shares on the Issuance Proposal (as defined below).

At the Special Meeting, the proposals set forth below were submitted to a vote of the Company's stockholders. Each proposal is described in detail in the Proxy Statement. The final voting results are as follows:

1. A proposal to authorize, for purposes of complying with Nasdaq Listing Rule 5635(d), the issuance of shares of Common Stock underlying shares of convertible preferred stock and warrants issued by the Company pursuant to the terms of that certain Securities Purchase Agreement, dated August 7, 2023, by and among the Company and the investors named therein, and an engagement agreement between the Company and Palladium Capital Group, LLC, in an amount equal to or in excess of 20% of the Common Stock outstanding before the issuance of such convertible preferred stock and warrants (including any amortization payments made to the holders of such convertible preferred stock in the form of issuance of shares of Common Stock and upon the operation of anti-dilution provisions contained in such convertible preferred stock and warrants) (the "Issuance Proposal").

For	Against	Abstain	Broker Non-Votes
4,653,024	716,400	78,920	0

2. A proposal to approve the Reverse Stock Split Amendment and to effect, at the discretion of the Board but prior to the one-year anniversary of the date on which the Reverse Stock Split Amendment is approved by the Company's stockholders at the Special Meeting, the Reverse Stock Split (the "Reverse Stock Split Proposal").

For	Against	Abstain
41,248,619	3,024,342	99,002

3. A proposal to approve the Share Increase Amendment and authorize the Board, at its discretion, to effect the Increase of Authorized Shares (the "Share Increase Proposal");

For	Against	Abstain	Broker Non-Votes
40,714,087	3,447,437	210,439	0

4. A proposal to approve the Incentive Plan Amendment (the "Incentive Plan Amendment Proposal").

For	Against	Abstain	Broker Non-Votes
-----	---------	---------	------------------

30,446,348

2,026,765

58,564

11,840,286

5. A proposal to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Issuance Proposal, the Reverse Stock Split Proposal, the Share Increase Proposal or the Incentive Plan Amendment Proposal.

For	Against	Abstain
40,329,561	3,764,746	277,656

For more information about the foregoing proposals, see the Proxy Statement, the relevant portions of which are incorporated herein by reference. The results reported above are final voting results. No other matters were considered or voted upon at the meeting.

Item 7.01 Regulation FD Disclosure.

On September 15, 2023, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by reference in such a filing. Furthermore, the furnishing of information under Item 7.01 of this Current Report is not intended to constitute a determination by the Company that the information contained herein, including the exhibits hereto, is material or that the dissemination of such information is required by Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Reverse Stock Split Amendment
3.2	Share Increase Amendment
10.1	Incentive Plan Amendment
99.1	Press Release, dated September 15, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AYRO, INC.

Date: September 15, 2023

By: /s/ Thomas M. Wittenschlaeger
 Thomas M. Wittenschlaeger
 Chief Executive Officer

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AYRO, INC.**

AYRO, Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

1. The Amended and Restated Certificate of Incorporation of this Corporation (the "**Certificate of Incorporation**") was filed with the Secretary of State of Delaware on May 28, 2020.
2. An amendment to the Certificate of Incorporation was filed with the Secretary of State of Delaware on May 28, 2020.
3. Resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed Amendment to the Certificate of Incorporation and declaring said amendment to be advisable and calling for the consideration and approval thereof at a meeting of the stockholders of the Corporation.
4. Resolutions were duly adopted by the Board of Directors of the Corporation, in accordance with the provisions of the Certificate of Incorporation set forth below, providing that, effective as of 4:00 p.m., New York time, on September 15, 2023, each eight issued and outstanding shares of the Corporation's Common Stock, par value \$0.0001 per share, shall be converted into one share of the Corporation's Common Stock, par value \$0.0001 per share, as constituted following such date.
5. The Certificate of Incorporation is hereby amended by revising Article FOURTH to include a new paragraph E as follows:

"E. Reverse Split. Upon the effectiveness of the filing of this Certificate of Amendment (the "**Effective Time**") each share of the Corporation's common stock, \$0.0001 par value per share (the "**Old Common Stock**"), either issued or outstanding or held by the Corporation as treasury stock, immediately prior to the Effective Time, will be automatically reclassified and combined (without any further act) into a smaller number of shares such that each eight shares of Old Common Stock issued and outstanding or held by the Company as treasury stock immediately prior to the Effective Time is reclassified into one share of Common Stock, \$0.0001 par value per share, of the Corporation (the "**New Common Stock**"), without increasing or decreasing the amount of stated capital or paid-in surplus of the Corporation (the "**Reverse Stock Split**"). The Board of Directors shall make provision for the issuance of that number of fractions of New Common Stock such that any fractional share of a holder otherwise resulting from the Reverse Stock Split shall be rounded up to the next whole number of shares of New Common Stock. Any stock certificate that, immediately prior to the Effective Time, represented shares of the Old Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of the New Common Stock into which such shares of Old Common Stock shall have been reclassified plus the fraction, if any, of a share of New Common Stock issued as aforesaid."

6. Pursuant to the resolution of the Board of Directors, a meeting of the stockholders of the Company 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 foregoing amendment.
7. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[SIGNATURE PAGE FOLLOWS.]

[SIGNATURE PAGE TO CERTIFICATE OF AMENDMENT]

IN WITNESS WHEREOF, AYRO, Inc. has caused this Certificate to be duly executed by the undersigned duly authorized officer as of this 14th day of September, 2023.

AYRO, INC.

By: /s/ Thomas M. Wittenschlaeger
Name: Thomas M. Wittenschlaeger
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AYRO, INC.**

AYRO, Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

1. The Amended and Restated Certificate of Incorporation of this Corporation (the "**Certificate of Incorporation**") was filed with the Secretary of State of Delaware on May 28, 2020.
2. An amendment to the Certificate of Incorporation was filed with the Secretary of State of Delaware on May 28, 2020.
3. Resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed Amendment to the Certificate of Incorporation and declaring said amendment to be advisable and calling for the consideration and approval thereof at a meeting of the stockholders of the Corporation.
4. Effective as of 4:05 p.m., New York time, on September 15, 2023, the Certificate of Incorporation is hereby amended by amending the first sentence of paragraph A of Article FOURTH as follows:

A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 220,000,000, consisting of 200,000,000 shares of Common Stock, \$0.0001 par value per share (the "**Common Stock**"), and 20,000,000 shares of Preferred Stock, \$0.0001 par value per share (the "**Preferred Stock**").

5. Pursuant to the resolution of the Board of Directors, a meeting of the stockholders of the Company 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 foregoing amendment.
6. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[SIGNATURE PAGE FOLLOWS.]

[SIGNATURE PAGE TO CERTIFICATE OF AMENDMENT]

IN WITNESS WHEREOF, AYRO, Inc. has caused this Certificate to be duly executed by the undersigned duly authorized officer as of this 14th day of September 2023.

AYRO, INC.

By: /s/ Thomas M. Wittenschlaeger
 Name: Thomas M. Wittenschlaeger
 Title: Chief Executive Officer

**SECOND AMENDMENT TO
AYRO, INC. 2020 LONG-TERM INCENTIVE PLAN**

This SECOND AMENDMENT TO AYRO, INC. 2020 LONG-TERM INCENTIVE PLAN (this "**Amendment**"), effective as of September 14, 2023, is made and entered into by AYRO, Inc., a Delaware corporation (the "**Company**"). Terms used in this Amendment with initial capital letters that are not otherwise defined herein shall have the meanings ascribed to such terms in the AYRO, Inc. Long-Term Incentive Plan, as amended by the First Amendment effective December 17, 2020 (collectively, the "**Plan**").

RECITALS

WHEREAS, Article 9 of the Plan provides that the Board of Directors of the Company (the "**Board**") may amend the Plan at any time and from time to time;

WHEREAS, the Board desires to amend the Plan to increase the aggregate number of shares of Common Stock that may be issued under the Plan, as set forth in Article 5 of the Plan, by an additional 5,750,000 shares of Common Stock; and

WHEREAS, the Board intends to submit this Amendment to the Company's stockholders for their approval.

NOW, THEREFORE, in accordance with Article 9 of the Plan, the Company hereby amends the Plan as follows:

1. Section 5.1 of the Plan is hereby amended by deleting said section in its entirety and substituting in lieu thereof the following new Section 5.1:

5.1 Number Available for Awards . Subject to adjustment as provided in Articles 11 and 12, the maximum number of shares of Common Stock that may be delivered pursuant to Awards granted under the Plan is Nine Million Eight Hundred Thirty-Nine Thousand Six Hundred Fifty (9,839,650) shares, of which one hundred percent (100%) may be delivered pursuant to Incentive Stock Options. Shares to be issued may be made available from authorized but unissued Common Stock, Common Stock held by the Company in its treasury, or Common Stock purchased by the Company on the open market or otherwise. During the term of the Plan, the Company will at all times reserve and keep available the number of shares of Common Stock that shall be sufficient to satisfy the requirements of the Plan.

2. Except as expressly amended by this Amendment, the Plan shall continue in full force and effect in accordance with the provisions thereof.

IN WITNESS WHEREOF, the Company has caused this Amendment to be duly executed as of the date first written above.

AYRO, INC.

By: /s/ Thomas M. Wittenschlaeger

Name: Thomas M. Wittenschlaeger

Title: Chief Executive Officer

*Signature Page to
Second Amendment to
AYRO, Inc. Long-Term Incentive Plan*

AYRO, Inc. Announces Reverse Stock Split to Maintain NASDAQ Listing***Common Stock Will Begin Trading on Split-Adjusted Basis on September 18, 2023***

ROUND ROCK, TX (September 15, 2023) – AYRO, Inc. (NASDAQ: AYRO) (“AYRO” or the “Company”), a designer and manufacturer of electric, purpose-built delivery vehicles and solutions for micro distribution, micro-mobility and last-mile delivery, announced today that it intends to effect a reverse stock split of its common stock at a ratio of 1 post-split share for every 8 pre-split shares. The reverse stock split will become effective at 4:00 p.m. New York time on Friday, September 15, 2023. AYRO’s common stock will continue to be traded on the Nasdaq Capital Market under the symbol AYRO and will begin trading on a split-adjusted basis when the market opens on Monday, September 18, 2023.

At a special meeting of stockholders held on September 14, 2023, AYRO’s stockholders granted the Company’s board of directors the discretion to effect a reverse stock split of AYRO’s common stock through an amendment to its Amended and Restated Certificate of Incorporation at a ratio of not less than 1-for-2 and not more than 1-for-10, such ratio to be determined by the Company’s board of directors.

At the effective time of the reverse stock split, every eight shares of AYRO’s issued and outstanding common stock will be converted automatically into one issued and outstanding share of common stock without any change in the par value per share. Stockholders holding shares through a brokerage account will have their shares automatically adjusted to reflect the 1-for-8 reverse stock split. It is not necessary for stockholders holding shares of the Company’s common stock in certificated form to exchange their existing stock certificates for new stock certificates of the Company in connection with the reverse stock split, although stockholders may do so if they wish.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder’s percentage interest in the Company’s equity, except to the extent that the reverse stock split would result in a stockholder owning a fractional share. Any fractional share of a stockholder resulting from the reverse stock split will be rounded up to the nearest whole number of shares. The reverse stock split will reduce the number of shares of AYRO’s common stock outstanding from 37,732,530 shares to approximately 4,716,567 shares, subject to adjustment for the rounding up of fractional shares. Proportional adjustments will be made to the number of shares of AYRO’s common stock issuable upon exercise or conversion of AYRO’s equity awards, convertible preferred stock and warrants, as well as the applicable exercise or conversion price. Stockholders with shares in brokerage accounts should direct any questions concerning the reverse stock split to their broker; all other stockholders may direct questions to the Company’s transfer agent, Issuer Direct Corporation, via email at transfer@issuerdirect.com or fax at +1 (919) 744-2722.

Tom Wittenschlaeger, CEO of AYRO, said, “We are effecting this reverse stock split to raise AYRO’s common stock price in order to regain compliance with the Nasdaq Capital Market’s \$1.00 per share minimum bid continued listing requirement. We believe the trading of our shares on a national market increases our visibility in the marketplace, improves liquidity, broadens and diversifies our stockholder base, and ultimately enhances long-term stockholder value.”

About AYRO

AYRO designs and produces zero emission vehicles and systems that redefine the very nature of sustainability. Our goal is to craft solutions in a way that leaves minimal impact on not only carbon emissions, but the space itself. From tire tread, fuel cells, sound, and even discordant visuals, we apply engineering and artistry to every element of our product mix. The AYRO Vanish is the first in this new product roadmap. For more information, visit www.ayro.com.

Forward-Looking Statements

This press release may contain forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any expected future results, performance, or achievements. Words such as “anticipate,” “believe,” “could,” “estimate,” “intend,” “expect,” “may,” “plan,” “will,” “would” and their opposites and similar expressions are intended to identify forward-looking statements and include the development and launch of the AYRO Vanish. Such forward-looking statements are based on the beliefs of management as well as assumptions made by and information currently available to management. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include, without limitation: AYRO’s success depends on its ability to complete the development of and successfully introduce new products; AYRO may experience delays in the development and introduction of new products; the ability of AYRO’s suppliers to deliver parts and assemble vehicles; the ability of the purchaser to terminate or reduce purchase orders; AYRO has a history of losses and has never been profitable, and AYRO expects to incur additional losses in the future and may never be profitable; AYRO’s failure to meet the continued listing requirements of The Nasdaq Capital Market could result in a delisting of its common stock; AYRO may be unable to replace lost manufacturing capacity on a timely and cost-effective basis, which could adversely impact its operations and ability to meet delivery timelines; the impact of public health epidemics, including the COVID-19 pandemic; the market for AYRO’s products is developing and may not develop as expected and AYRO, accordingly, may never meet its targeted production and sales goals; AYRO’s limited operating history makes evaluating its business and future prospects difficult and may increase the risk of any investment in its securities; AYRO may experience lower-than-anticipated market acceptance of its vehicles; developments in alternative technologies or improvements in the internal combustion engine may have a materially adverse effect on the demand for AYRO’s electric vehicles; the markets in which AYRO operates are highly competitive, and AYRO may not be successful in competing in these industries; AYRO may become subject to product liability claims, which could harm AYRO’s financial condition and liquidity if AYRO is not able to successfully defend or insure against such claims; increases in costs, disruption of supply or shortage of raw materials, in particular lithium-ion cells, chipsets and displays, could harm AYRO’s business; AYRO may be required to raise additional capital to fund its operations, and such capital raising may be costly or difficult to obtain and could dilute AYRO stockholders’ ownership interests, and AYRO’s long term capital requirements are subject to numerous risks; AYRO may fail to comply with evolving environmental and safety laws and regulations; and AYRO is subject to governmental export and import controls that could impair AYRO’s ability to compete in international market due to licensing requirements and subject AYRO to liability if AYRO is not in compliance with applicable laws. A discussion of these and other factors with respect to AYRO is set forth in our most recent Annual Report on Form 10-K and subsequent reports on Form 10-Q. Forward-looking statements speak only as of the date they are made and AYRO disclaims any intention or obligation to revise any forward-looking statements, whether as a result of new information, future events or otherwise.

For investor inquiries:

CORE IR
investors@ayro.com
516-222-2560