

INVITATION TO THE ORDINARY GENERAL ASSEMBLY 2020 OF LION E-MOBILITY AG IN BAAR

on Tuesday, June, 30, 2020, 02.00 p.m., Poststrasse 14, 6300 Zug/Switzerland
(Premises of RA lic.iur. Stephan Kamer)

Due to the extraordinary situation in connection with COVID-19, we regret to inform you that we will be holding the annual general assembly on June 30, 2020, with no physical participation from shareholders. We base our decision on Art. 6b para. 1 lit. b of Ordinance 2 of the Swiss Federal Council of March 16, 2020. Shareholders will therefor only be able to submit their voting instructions in writing to the independent proxy holder Pascal Bucher, Finaport, Fraumünsterstrasse 9, CH-8001 Zürich. We thank you for your understanding!

Agenda and proposals of the administrative board:

I. Constitution of the assembly

II. Minutes of the shareholders' meeting from September 24, 2019

Proposal of administrative board: The minutes of the general assembly of September 24, 2019 shall be approved.

III. Annual report 2019

Proposal of administrative board: Approval.

The 2019 annual report is available on LION E-Mobility AG's website at www.lionemobility.de (investor relation section).

IV. Financial statement 2019 and use of the balance sheet result

Proposal of administrative board: The administrative board requests the approval of the financial statement 2019, the loss for 2019 in the amount of CHF 1.169.080 (Euro 1.050.579) shall be carried forward.

The financial statement 2019 and the auditors' report from June 3th 2020 are available on LION E-Mobility AG's website at www.lionemobility.de (investor relation section).

V. Discharge of the administrative board and the management for 2019

Proposal of administrative board: The administrative board proposes to grant all members of the administrative board and the management discharge from liability with regards to their activities in the business year 2019.

VI. Re-election of members of administrative board

- a. Proposal of administrative board: The administrative board proposes the election of Mr. Alessio Basteri as member and president of the administrative board for a term of office that ends at the conclusion of the next ordinary general meeting.
- b. Proposal of administrative board: The administrative board proposes the election of Mr. Ian Mukherjee as member of the board for a term of office that ends at the conclusion of the next ordinary general meeting.
- c. Proposal of administrative board: The administrative board proposes the election of Mr. Thomas Hetmann as member of the board for a term of office that ends at the conclusion of the next ordinary general meeting.
- d. Proposal of administrative board: The administrative board proposes the election of Mr. Tobias Mayer as member of the board for a term of office that ends at the conclusion of the next ordinary general meeting.

VII. Re-election of statutory auditor

Proposal of administrative board: KPMG AG, Zurich, shall be re-elected as statutory auditors for the business year 2020.

VIII. Conversion of existing bearer shares into registered shares

Proposal of administrative board: The existing bearer shares, 9'239'992 bearer shares each CHF 0.13, shall be converted into 9'239'992 registered shares each CHF 0.13, and the corresponding regulations in the articles of association regarding authorized stock and depended capital stock shall be amended. The existing art. 3., art. 3a, and art. 3b of the articles of association shall be replaced as follows:

II. Kapital

Artikel 3 Aktienkapital

Das Aktienkapital der Gesellschaft beträgt CHF 1'201'198.96 und ist eingeteilt in 9'239'992 Namenaktien mit einem Nennwert von je CHF 0.13. Die Aktien sind vollständig liberiert.

IX. Capital

Article 3 Capital Stock

The company's capital stock amounts to CHF 1,201,198.96 and is divided into 9,239,992 registered shares with a nominal value of CHF 0.13 each. These shares are completely paid under subscription.

Artikel 3a Genehmigtes Aktienkapital

Der Verwaltungsrat kann bis spätestens 29. Juni 2020 das Aktienkapital der Gesellschaft um maximal CHF 280'085.- erhöhen durch Ausgabe von maximal 2'154'500 neuen Namenaktien zu nominell CHF 0.13 pro Aktie. Eine Erhöhung in Teilbeträgen ist gestattet. Der Erhöhungsbetrag ist voll zu liberieren. Der jeweilige Zeitpunkt der Kapitalerhöhung, der Ausgabebetrag, der Beginn der Dividendenberechtigung und die Art der Einlagen werden vom Verwaltungsrat bestimmt. Die Aktien sind zur Ausgabe an die bisherigen und an neue Aktionäre vorgesehen.

Der Verwaltungsrat ist berechtigt, das Bezugsrecht der Aktionäre aufzuheben, falls die Aktien für die Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen verwendet werden oder an strategische Partner der Gesellschaft ausgegeben werden, sofern die Ausgabe der Aktien zu Marktbedingungen erfolgt, die entsprechende Transaktion im Interesse der Gesellschaft liegt und der Ausschluss des Bezugsrechtes zur Erreichung des im Interesse der Gesellschaft liegenden Ziels notwendig ist. Aktien, für welche Bezugsrechte eingeräumt, aber nicht ausgenützt werden, stehen zur Verfügung des Verwaltungsrates, welcher diese im Interesse der Gesellschaft verwendet.

Artikel 3b Bedingtes Aktienkapital

Das Aktienkapital der Gesellschaft erhöht sich unter Ausschluss des Bezugsrechtes der Aktionäre durch die Ausgabe von höchstens 916'225 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.13 im Maximalbetrag von CHF 119'109.25 nominal durch Ausübung von Rechten zum Bezug neuer Aktien, welche ausschliesslich den Mitarbeitern der Gesellschaft sowie von allfälligen künftigen Tochtergesellschaften im In- und Ausland zustehen. Die Bedingungen dieser Mitarbeiterbeteiligung sind durch den Verwaltungsrat festzulegen.

Article 3a Authorised Stock

The administrative board may increase the capital stock of the company by a maximum of CHF 280,085 by 29 June 2020 at the latest by issuing a maximum of 2,154,500 new registered shares at a nominal value of CHF 0.13 per share. An increase in share amounts is permitted. The increase amount must be fully paid under subscription. The respective point in time of the capital increase, the issue amount, the beginning of the dividend qualification, and the type of deposits will be determined by the administrative board. The shares are earmarked for issuance to the present and new shareholders.

The administrative board is authorised to suspend the subscription rights of the shareholders if the shares are used to acquire companies, parts of companies, or shares, or are issued to strategic partners of the company, provided the issuance of the shares occurs in accordance with market terms, the corresponding transaction is in the interests of the company, and the suspension of subscription rights is required to realise the interests of the company. Shares for which subscription rights are ceded, but not exhausted, are available to the administrative board, which shall use these in the interests of the company.

Article 3b Dependent Capital Stock

The capital stock of the company increases, under suspension of the shareholders' subscription rights, by issuing a maximum of 916,225 registered shares - to be completely paid under subscription - with a nominal value of CHF 0.13 each and in a maximum nominal amount of CHF 119,109.25 by exercising rights to subscribe to new shares solely owed to the employees of the company as well as any future subsidiaries both domestically and abroad. The terms of this employee share ownership are to be defined by the administrative board.

Das Aktienkapital der Gesellschaft wird im Maximalbetrag von CHF 56'121.52 erhöht durch Ausgabe von höchstens 431'704 vollständig zu liberierenden Namenaktien zu nominell CHF 0.13 pro Aktie durch Ausübung von Wandel- und/oder Optionsrechten, die im Zusammenhang mit der Ausgabe von Wandelanleihen, Optionsanleihen oder anderen Finanzmarktinstrumenten der Gesellschaft eingeräumt werden. Das Bezugs- und das Vorwegzeichnungsrecht der Aktionäre ist ausgeschlossen. Der Verwaltungsrat ist dabei ermächtigt, die Wandelanleihen, Optionsanleihen oder anderen Finanzmarktinstrumente der Gesellschaft zu Marktbedingungen und gemäss abzuschliessenden Verträgen, jedoch die Namenaktien nicht zu einem Ausgabebetrag von weniger als je EUR 8.-, auszugeben.

Zum Bezug der neu auszugebenden Namenaktien sind die jeweiligen Inhaber von Wandel- und/oder Optionsrechten bis zum 30. Juni 2025 berechtigt.

The capital stock of the company increases up to the maximum amount of CHF 56,121.52 through issuance of up to 431,704 fully paid-up registered shares with a par value of CHF 0.13 per share by exercising the conversion and/or option rights which are granted in relation to the issuance of convertible bonds, option bonds or other financial market instruments of the company. The shareholders' subscription and pre-subscription rights are excluded. The administrative board is entitled to issue the convertible bonds, option bonds or other financial market instruments of the company at market conditions and in accordance with agreements to be concluded, but not at an issue price of less than EUR 8.00 per share.

The respective holders of convertible and/or option rights are entitled to subscribe for the new registered shares to be issued until 30 June 2025.

IX. Authorized stock

Proposal of administrative board: The existing art. 3a in the articles of association are to be replaced regarding duration limits, new until June 30, 2022 (existing: June 29, 2020). Until June 30, 2022, the administrative board may increase the capital stock of the company by a maximum of CHF 390.000.- by issuing a maximum of 3.000.000 (three million) new registered shares each CHF 0.13.

X. Compensation of administrative board and management

The full remuneration report is available on LION E-Mobility AG's website at www.lionemobility.de (investor relation section). Proposal of administrative board:

- a. Proposal of administrative board: The administrative board applies for the approval for the compensation of the administrative board in 2019 according remuneration report.
- b. Proposal of administrative board: The administrative board applies for the approval for the compensation of the management in 2019 according remuneration report.

- c. Proposal of administrative board: The administrative board applies for the approval of the proposal of the remuneration committee regarding the compensation for the administrative board in 2020.
- d. Proposal of administrative board: The administrative board applies for the approval of the proposal of the remuneration committee regarding the compensation for the management in 2020.

XI. Election of remuneration committee

Proposal of administrative board: Re-election of each of a. Tobias Mayer, b. Thomas Hetmann and c. Ian Mukherjee as members of the remuneration committee for a term of office that ends at the conclusion of the next ordinary general meeting.

XII. Election of the Independent Proxy Holder

Proposal of administrative board: Election of Pascal Bucher, Finaport, Fraumünsterstrasse 9, CH-8001 Zürich as Independent Proxy Holder with faculty of substitution for a term of office that ends at the conclusion of the next annual general meeting.

Casting of votes at the general assembly:

Shareholders may exercise their shareholder rights through the independent proxy holder only. Votes will be cast based on the following documents to be mailed to Pascal Bucher, Finaport, Fraumünsterstrasse 9, CH-8001 Zürich, no later than June 29, 2020, 11.59 a.m. MESZ (receipt).

- a. A written deposit confirmation of the custodian bank as evidence for the shareholding and the number of shares of LION E-Mobility AG held including a restriction on disposal (blocking confirmation) until June 30, 2020.
- b. By signing the voting-instructions (appendix and available on LION E-Mobility AG's website at www.lionemobility.de (investor relation section))
- c. Should you have any questions regarding the casting of votes, the administrative board as well as the independent proxy holder are happy to assist.

Baar, June 3rd 2020

For LION E-Mobility AG: