

PROXY AND VOTING INSTRUCTION

for the

GENERAL ASSEMBLY 2024

of

LION E-Mobility AG (the "**Company**")

Shareholders' name: _____

Address: _____

I/We hereby empower and instruct the independent proxy holder

Thiliv GmbH, represented by Pascal Bucher, business domiciled Haldenstrasse 16, CH-6300 Zug to represent me/us at the annual general meeting of the Company on June 27, 2024, 10.00 a.m., held at Industriestrasse 14, 6300 Zug (the "**AGM**") and

to exercise my/our voting rights in line with the proposals of the Board of Directors set forth in the invitation to the AGM;

or [please select, if no cross is selected, the voting rights are to be exercised in line with the proposals of the Board of Directors set forth in the invitation].

to exercise my/our voting rights as follows [if no cross is selected, the voting rights are to be exercised in line with the proposals of the Board of Directors set forth in the invitation]:

Agenda Item

In Favor

Against

Abstention

II. Minutes of the shareholders' meetings:

- Minutes of the ordinary shareholders' meeting from June 28, 2023

- | | | | | |
|-------|---|--------------------------|--------------------------|--------------------------|
| III. | Annual Report 2023 of the Company (standalone) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| IV. | Financial statements 2023 and use of the balance sheet result. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| V. | Discharge of the members of the board of directors and the management for 2023. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| VI. | Re-election / Election of members of the board of directors until the conclusion of the next ordinary general meeting: | | | |
| - | Alessio Basteri (as member and chairman) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - | Ian Mukherjee (as member) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - | Dr. Joachim Damasky (as member) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| VII. | Re-election of Deloitte AG (CHE-101.377.666), in Zurich, as external auditor. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| XII. | Compensation of the board of directors and management: | | | |
| a. | Compensation of the board of directors in 2023 according to the remuneration report. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b. | Proposal of the remuneration committee regarding the compensation for the board of directors in 2024. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| XIII. | Election of remuneration committee for a term of office that ends at the conclusion of the next ordinary general meeting: | | | |
| a. | Alessio Basteri | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b. | Ian Mukherjee | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c. | Dr. Christian Kalusa | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| XIV. | Election of Thiliy GmbH as Independent Proxy Holder with faculty of substitution for a term of office that ends at the conclusion of the next annual general meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Comments on the aforementioned items, motions to the Proxy, exercise of requests for information or other shareholder rights, if any:

In case of new agenda items, the independent proxy holder shall [**please select**, if no cross is selected, the voting rights are to be exercised in line with the proposals of the Board of Directors]:

- vote in line with the proposals of the Board of Directors
- vote in favor of the new agenda item
- vote against the new agenda item
- abstain from voting

I/We hereby expressly confirm and guarantee to the independent proxy to not dispose of my/our shares until the conclusion of the annual general assembly 2024.

Note: LION E-Mobility AG kindly requests that you mail this proxy and voting instruction duly signed to the independent proxy holder Pascal Bucher, Thiliv GmbH, Haldenstrasse 16, CH-6300 Zug, **in advance by email** to thilivgmbh@gmail.com **and by post** by no later than **June 26, 2024, 11.59 MESZ (receipt)**.

Place, date: _____

Signature