

INVITATION TO THE ORDINARY GENERAL ASSEMBLY 2022 OF LION E-MOBILITY AG IN BAAR

on Thursday, June, 30, 2022, 1:00 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, 2022, with no physical participation from shareholders. We base our decision on Art. 27 para. 1 lit. b of Ordinance 3 on Measures to Combat the Coronavirus (Covid-19) of the Swiss Federal Council of June 19, 2020. Shareholders will therefor only be able to submit their voting instructions in writing to the independent proxy holder Pascal Bucher, Haldenstrasse 16, CH-6300 Zug. We thank you for your understanding!

Agenda and proposals of the Board of Directors:

I. Constitution of the assembly

II. Minutes of the shareholders' meeting from June 30, 2021

Proposal of the Board of Directors: The minutes of the general assembly of June 30, 2021 shall be approved.

III. Annual report 2021

Proposal of the Board of Directors: Approval.

The 2021 annual report is available on LION E-Mobility AG's website at

<https://lionemobility.de/wp-content/uploads/2022/06/Jahresabschluss-LION-2021.pdf>

IV. Financial statement 2021 and use of the balance sheet result

Proposal of the Board of Directors: The Board of Directors requests the approval of the financial statement 2021, the annual loss for 2021 in the amount of CHF 856,628.00 shall be carried forward.

The financial statement 2021 and the auditors' report from May 31, 2022 are available on LION E-Mobility AG's website at

<https://lionemobility.de/wp-content/uploads/2022/06/Jahresrechnung-und-Revisionsbericht-LION-E-Mobility-AG-2021-.pdf>

V. Discharge of the members of the Board of Directors and the management for 2021

Proposal of the Board of Directors: The Board of Directors proposes to grant all members of the Board of Directors and the management discharge from liability with regards to their activities in the business year 2021.

VI. Election of members of the Board of Directors

A. Proposals of the Board of Directors:

- a. Proposal of the Board of Directors: The Board of Directors proposes the re-election of Mr. Alessio Basteri as member and chairman of the board for a term of office that ends at the conclusion of the next ordinary general meeting.
- b. Proposal of the Board of Directors: The Board of Directors proposes the re-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 the Board of Directors: The Board of Directors proposes the re-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.

B. Proposals of minority shareholder:

- a. Proposal minority shareholder: A minority shareholder proposes the election of Mr. Roland Klose as member of the board for a term of office that ends at the conclusion of the next ordinary general meeting.

The Board of Directors recommends the rejection of this proposal.

- b. Proposal minority shareholder: A minority shareholder proposes the election of Mr. Rodolphe Mamez as member of the board for a term of office that ends at the conclusion of the next ordinary general meeting.

The Board of Directors recommends the rejection of this proposal.

VII. Re-election of statutory auditor

Proposal of the Board of Directors: Deloitte AG, Zurich, shall be re-elected as statutory auditors for the business year 2022.

VIII. Amendment of the existing authorized capital

Proposal of the Board of Directors:

Amendment of the existing authorized capital and of Article 3a of the Articles of Association as follows:

Artikel 3a Genehmigtes Aktienkapital

Der Verwaltungsrat kann bis spätestens 30. Juni 2024 das Aktienkapital der Gesellschaft um maximal CHF 390'000.00 erhöhen durch Ausgabe von maximal 3'000'000 neuen Namenaktien zu nominal 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.

Article 3a Authorised Stock

The administrative board may increase the capital stock of the company by a maximum of CHF 390,000.00 by 30 June 2024 at the latest by issuing a maximum of 3,000,000 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.

IX. Compensation of the Board of Directors and management

The full remuneration report is available on LION E-Mobility AG's website

<https://lionemobility.de/wp-content/uploads/2022/06/Verquetungsbericht-LION-E-Mobility-AG-2021.pdf>

Proposal of the Board of Directors:

- a. Proposal of the Board of Directors: The Board of Directors applies for the approval for the compensation for the members of the Board of Directors in 2021 according remuneration report.

- b. Proposal of the Board of Directors: The Board of Directors applies for the approval for the compensation of the management in 2021 according remuneration report.
- c. Proposal of the Board of Directors: The Board of Directors applies for the approval of the proposal of the remuneration committee regarding the compensation for the members of the Board of Directors in 2022.
- d. Proposal of the Board of Directors: The Board of Directors applies for the approval of the proposal of the remuneration committee regarding the compensation for the management in 2022.

X. Election of remuneration committee

Proposal of the Board of Directors: Re-election of each of a. Alessio Basteri, and b. Ian Mukherjee and Election of Christian Kalusa as members of the remuneration committee for a term of office that ends at the conclusion of the next ordinary general meeting.

XI. Election of the Independent Proxy Holder

Proposal of the Board of Directors: Election of Pascal Bucher, Haldenstrasse 16, CH-6300 Zug, 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, Haldenstrasse 16, CH-6300 Zug, no later than June 29, 2022, 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, 2022.
- b. By signing the voting-instructions (appendix and retrievable from <https://lionemobility.de/wp-content/uploads/2022/06/Voting-instructions-LION-E-Mobility-AG-2022-.pdf> including a confirmation regarding non-disposal of the shares of LION E-Mobility AG.

Should you have any questions regarding the casting of votes, the Board of Directors as well as the independent proxy holder are happy to assist.

Baar, 08.06.2022

For LION E-Mobility AG: