

PROXY AND VOTING INSTRUCTION

for the

GENERAL ASSEMBLY 2020

of

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

Shareholders' name: _____

Address: _____

I/We hereby empower and instruct the independent proxy holder

Pascal Bucher, business domiciled Finaport, Fraumünsterstrasse 9, CH-8001 Zürich

to represent me/us at the annual general meeting of the Company on June 30, 2020, 2:00 p.m., held at Poststrasse 14, 6300 Zug/Switzerland (the "**AGM**") and

to exercise my/our voting rights in line with the proposals of the administrative board 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 administrative board 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 administrative board set forth in the invitation]:

Agenda Item	In Favor	Against	Abstention
II. Minutes of the shareholders' meeting from September 24, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
III. Annual Report 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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|-------|--|--------------------------|--------------------------|--------------------------|
| IV. | Financial Statements 2019 and use of the balance sheet result | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| V. | Discharge of the members of the administrative board and the management for 2019 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| VI. | Re-election of members of the administrative board until the conclusion of the next ordinary general meeting: | | | |
| - | Alessio Basteri (as member and president) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - | Ian Mukherjee (as member) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - | Thomas Hetmann (as member) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - | Tobias Mayer (as member) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| VII. | Re-election of KPMG AG, (CHE-106.084.881), in Zurich, as stator auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| VIII. | Conversion of the Company's bearer shares into registered shares of the same nominal value as well as the corresponding amendment of articles 3, 3a and 3b of the articles of association. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| IX. | Amendment to art. 3a of the articles of association regarding the extension of the duration limit of the authorized capital stock of CHF 280'085.- until June 30, 2022 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| X. | Compensation of the administrative board and management | | | |
| a. | Compensation of the administrative board in 2019 according to the remuneration report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b. | Compensation of the management in 2019 according remuneration report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c. | Proposal of the remuneration committee regarding the compensation for the administrative board in 2020 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
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|------|---|--------------------------|--------------------------|--------------------------|
| d. | Proposal of the remuneration committee regarding the compensation for the management in 2020 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| XI. | Election of remuneration committee for a term of office that ends at the conclusion of the next ordinary general meeting. | | | |
| a. | Tobias Mayer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b. | Thomas Hetmann | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c. | Ian Mukherjee | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| XII. | Election of Pascal Bucher 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 administrative board]:

- vote in line with the proposals of the administrative board
- 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 2020.

Note: LION E-Mobility AG kindly requests that you mail this proxy and voting instruction duly signed to the independent proxy holder Pascal Bucher, Finaport, Fraumünsterstrasse 9, CH-8001 Zürich, by no later than **June 29, 2020, 11.59 MESZ (receipt).**

Place, date: _____

Signature