

Articles of Association

iBAT

I. NAME AND DOMICILE

Under the name of "iBAT" exists a non-profit making association (Verein) in the meaning of articles 60 to 79 of the Swiss Civil Code. This Association is an independent legal entity with legal capacity. It is governed by Swiss law. Its duration is unlimited.

The Association is domiciled in Neuchâtel, Switzerland.

The official language of the Association is English.

II. ASSOCIATION PURPOSE

The purpose of iBAT is to support Swiss industry in the field of Battery Applications & Technologies in ensuring and improving its competitiveness by

- providing a comprehensive problem-solving competency for the complete production chain,
- establishing and pursuing partnerships and consortium creation for ideas conception,
- enabling the realization of associated development projects through the collaboration with Swiss research institutes,
- organizing symposiums and workshops,
- developing technical and marketing information on battery industry in Switzerland,
- representing the interests of the iBAT community on a national and international basis.

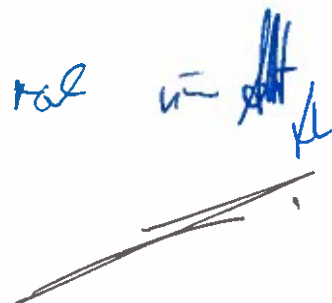
To achieve this aim, iBAT may run a management office under the supervision of the Executive Committee to deal with all administrative and organizational duties, to bring the right partners in a common project together and to organize networking events.

The Association may engage in all activities and take all actions necessary and appropriate to carry out the above objectives.

III. MEMBERSHIP

1) Full members

- a) All academic and research institutions active in the field of Battery Applications & Technologies willing to support the aims of the Association and to stick to these bylaws can become Full member of iBAT.

Handwritten signatures in blue ink, including 'ral', 'un', and 'stt', with a large diagonal line drawn across the bottom right of the page.

- b) Full members have all rights and obligations that are mentioned in these bylaws and the applicable law.
- c) Every Full member assigns a person as a representative for the General Assembly and nominates a candidate for the Executive Committee. The two functions may be combined.

2) Associate members

- a) Every natural or legal person that shares the general objectives of iBAT and wishes to support and/or participate in the events organized by IBAT in the field of Battery Applications & Technologies and/or to benefit from the services offered by the Association.
- b) Associate members pay a financial contribution to the Association as defined by the General Assembly.
- c) Associate members only have the rights and duties as described in these Articles of Association.
- d) Associate members shall have no right to vote or to take part in elections and shall not be entitled to be on the Executive Committee unless stated otherwise in the by-laws.
- e) Associate members may elect two delegates as representatives invited to General Assembly meetings with no voting rights.
- f) Associate members can be assigned as experts in the Association sub-committees or working groups.

IV. MEMBERSHIP FEES

Each Associate member will pay a membership fee that will be fixed annually by the General Assembly.

Membership fees will be due on demand for payment and shall be paid within 30 days.

Associate members who join the Association before 14.02.2020 are exempted from paying the annual membership fee for two years following their acceptance as members.

V. BEGINNING AND END OF MEMBERSHIP

The founding members are the initial Full members of the Association who have signed these Article of Association.

Otherwise, an application to become a (Full or Associate) member of iBAT may be submitted at any time in writing to the Executive Committee which decides on admission of new members. Prior to making a decision, the Executive Committee shall notify the membership application to all members of the General Assembly to allow them to comment on the application within 15 calendar days after receipt of such notification. After the expiry of the 15 days deadline, the Executive Committee decides on the acceptance of new members. Full membership and Associate membership commence upon appointment by the Executive Committee.

Membership ceases:

- a) On death;



- b) Full members and Associate members may resign from the Association at any time by notifying the Executive Committee in writing;
- c) By exclusion ordered by the Executive Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged by the excluded member within 30 days of the Executive Committee's decision being notified;
- d) For non-payment of dues for more than one year.

In all cases the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

VI. RESOURCES

The Association derives its resources from:

- a) Public subsidies (in particular, INNOSUISSE activity funding and INNOSUISSE ideas funding);
- b) membership fees and contributions provided by the members;
- c) income from events and other activities;
- d) any other resources authorized by the law.

The funds shall be used in accordance with the Association's social aims.

VII. LIABILITY

Only the Association's assets may be used for obligations/commitments contracted in its name. The Full members and the Associate members of the Association shall not be personally liable for the obligations or debts of the Association.

VIII. IBAT CORPORATE BODIES

The corporate bodies of the Association are:

- a) the General Assembly;
- b) the Executive Committee; and
- c) the Auditors.

The General Assembly

IX. CONSTITUTION OF THE GENERAL ASSEMBLY

The General Assembly consists of the Full members (but not of the Associate members) of the Association. Two representatives of the Associate members shall have the right to be present, without vote, at all meetings of the General Assembly. Guests may also be invited to the General Assembly.

val in Att



X. POWERS OF THE GENERAL ASSEMBLY

The General Assembly shall have the following powers:

- a) to adopt and amend the bylaws;
- b) to create and dissolve technical committees and other bodies;
- c) to elect and dismiss the members of the Executive Committee from amongst its Full members;
- d) to approve the engagement of the audit firm by the Executive Committee pursuant to Article 15 clause (f);
- e) to approve the annual report issued by the audit firm pursuant to Article 18 para. (4) and the accounts of the Association;
- f) to adopt, after approval of the annual report issued by the audit firm pursuant to Article 15 clause (f), resolutions discharging the members of the Executive Committee from all liabilities;
- g) to pass resolutions on matters which are by law or by these bylaws reserved to the General Assembly or validly submitted to it by the Executive Committee.

XI. MEETINGS OF THE GENERAL ASSEMBLY

The General Assembly will take place upon invitation by the President of the Association, or by the request of at least 20 % of the Full members.

The notice shall state the place and time of the meeting, the items of the agenda as well as the motions for consideration, if any. Meetings must be called at least 15 days in advance. Full members may attend meetings in person or by telephone conference call. A quorum for meetings of the General Assembly shall be established by the participation in the meeting of at least the absolute majority of all Full members.

No later than twenty days prior to the day of the ordinary General Assembly, the Executive Committee's annual report and the auditors' report shall be made available to the Full members for inspection at the registered office of the Association. Each Full member may request a copy of such documents to be sent to him or her without delay. Reference thereto is to be made in the notice calling the General Assembly.

If no objection is raised, the Full members may hold a General Assembly without observing the prescribed formalities of calling the meeting. As long as the absolute majority of all Full members is present in person or by telephone conference call, all items within the powers of the General Assembly may validly be discussed and decided upon at such a meeting.

4) The General Assembly will be chaired by the President or, in the case of his inability, another Executive Committee member attending the General Assembly.

XII. VOTING RIGHTS OF THE GENERAL ASSEMBLY

Each Full member has one vote at the General Assembly.

Votes are transferable to another Full member.

XIII. RESOLUTIONS OF THE GENERAL ASSEMBLY

Unless provided otherwise by mandatory provisions of the law or by the bylaws, resolutions shall be passed, and elections shall be made, by the absolute majority of all votes represented at the General Assembly.

The chairperson of the meeting will have the casting vote in the event of a tie.

Executive Committee

XIV. ELECTION TERM OF THE EXECUTIVE COMMITTEE

The Executive Committee will be composed at least of 3 members (including the Association's President and Vice-President) who must be Full members of the Association. The Executive Committee constitutes itself from its own members in the first Executive Committee meeting after the General Assembly.

Each member of the Executive Committee shall serve for a two-year term following his/her election, such term ending on the day of the respective ordinary General Assembly.

Members of the Executive Committee may be re-elected.

The members of the Executive Committee may receive a financial compensation for their office. They will also be reimbursed for any out-of-pocket expenses reasonably incurred.

The Association is legally bound by the joint signatures of two members of the Executive Committee or by the joint signatures of one Executive Committee member and the Managing Director.

The Founding members have approved the composition of the initial Executive Committee for a term ending on the day of the ordinary General Assembly for 2022 as follows:

- President: Mr Andrea VEZZINI, representative of Berner Fachhochschule (BFH)
- Vice-President: Mr Andreas HUTTER, representative of CSEM Centre Suisse d'Electronique et de Microtechnique SA (CSEM)
- Executive Committee member: Mr Christian OCHSENBEIN, representative of Switzerland Innovation Park Biel/Bienne (SIPBB)

XV. POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall take the appropriate measures to achieve the goals of the Association; it shall perform, inter alia, the following functions:

- a) Develop an annual program and budget for the consideration of the General Assembly;
- b) Take decisions with regard to admission of new members as well as the resignation and possible expulsion of members;
- c) Day-to-day management decisions, not directly handled by the Managing Director;
- d) Establishment and amendment of the Association's organizational rules;
- e) Establishment of working groups and sub-committees;

- f) Subject to the approval of the General Assembly, the Executive Committee shall, for each financial year, engage an audit firm.

XVI. MANAGING DIRECTOR AND MANAGEMENT OFFICE

The Management Office, managed by the Managing Director, executes the decisions of the General Assembly and the Executive Committee.

The Executive Committee, in line with the approved program and budget of the Association, may appoint service providers (a Managing Director, accountants, legal advisers, administrative staff etc.) to assist the Executive Committee in fulfilling the mission of the Association. They will be compensated for their work and will also be reimbursed for any out-of-pocket expenses reasonably incurred.

The Managing Director shall administer the affairs of the Association and represent the Association vis-à-vis third parties in accordance with organizational rules and policies established in consultation with the Executive Committee. The Managing Director shall have the right to be present, without vote, at all meetings of the General Assembly and Executive Committee.

XVII. ADMINISTRATIVE PROCEDURES

The Executive Committee shall make an annual report on its activities and those of the Association.

The members of the Executive Committee may adopt procedures to implement internal administrative functions of the Association.

Auditors

XVIII. ELECTION, TERM OF OFFICE

The auditors shall be elected by in accordance with Article 10 clause (d) and Article 15 clause (f) of the bylaws for a term of office of one year. After expiry of their term they may be re-elected.

Auditors may only be professional auditing firms.

The auditors shall audit the accounts and examine the books of the Association in accordance with pertaining Swiss law. They are entitled to require such evidence as they deem appropriate.

One annual audit is to take place within two calendar months from the close of each financial year (Article 19). The auditors' report shall be submitted by the Executive Committee to the General Assembly meeting for approval.

ral in dtt/ke

XIX. FINANCIAL YEAR

The accounts of the Association will be established on December 31 each year, and for the first time on 31 December 2020.

XX. DISSOLUTION AND LIQUIDATION


The Association will be dissolved

- a) when it has fulfilled its purposes;
- b) by vote of the Full members according to Article 13;
- c) in the circumstances provided for by the law.

In case of dissolution of the Association, the Executive Committee must proceed to its liquidation. The available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association.

XXI. ENTRY INTO FORCE

The founding members have adopted the present Articles of Association by way of correspondence. The present Articles of Association have entered into force on 21.02.2020.

vol vint

Page 7 of 9

CSEM Centre Suisse d'Electronique et de Microtechnique SA

Neuchâtel, 17.02.2020



Andre Laville
Vice-President



Andreas Hutter
Section Head

Berner Fachhochschule

Bern, 24.2.2020



Lukas Rohr
Head of Department



Andrea Vezzini
Head BFH Energy Storage Research Centre

Switzerland Innovation Parc Biel/Bienne

Bern, 12.3.2020



Felix Kunz
Chief Executive Officer



Christian Ochsenbein
Head of Swiss Battery Technology Center

Ökozentrum

Langenbruck, 16/3/2020



Christoph Seiberth

Managing Director