

**2021 ANNUAL MEETING OF STOCKHOLDERS**

**OF**

**EVERCEL, INC.**

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**PROXY STATEMENT**

**OF**

**JAMES D. GERSON**

**AND**

**RICHARD A. KRANTZ**

**Dated September 23, 2021**

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**PLEASE VOTE THE BLUE PROXY CARD TODAY**

James D. Gerson and Richard A. Krantz (collectively, the “Stockholder Group” or “we”), are collectively significant stockholders of Evercel, Inc., a Delaware corporation (“EVRC” or the “Company”) (OTCQX: EVRC), who beneficially own an aggregate of 3,914,384 shares, or approximately 12.0% of the outstanding common stock, par value \$0.01 per share (the “Common Stock”). We are furnishing this proxy statement (“Proxy Statement”) and accompanying **BLUE** proxy card to holders of Common Stock in connection with the solicitation of proxies at the Company’s 2021 annual meeting of stockholders scheduled to be held virtually on Thursday, October 7, 2021 at 10:00 A.M. (Eastern Time) (including any and all adjournments, postponements, continuations or reschedulings thereof, or any other meeting of stockholders held in lieu thereof, the “2021 Annual Meeting”).

You are being asked to vote on the following proposals at the 2021 Annual Meeting:

1. The Company’s proposal to elect its two (2) Class I director nominees, Richard Perkins and Patrick McGeehin (the “Company Nominees”), to the Board of Directors of the Company (the “Board”), each serving for a three year term or until their successors are elected and qualified;
2. The Company’s proposal to vote on the ratification of the appointment by the Company of Baker Tilly US, LLP (“Baker Tilly”) as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2021;
3. The Stockholder Group’s proposal to repeal any provision, change, amendment, modification or alteration to the Company’s Second Amended and Restated By-laws (the “Bylaws”) that may have occurred on or after September 2, 2021 through the effectiveness of the Bylaw Amendment Proposal (as defined below) (the “Bylaw Restoration Proposal”);
4. The Stockholder Group’s proposal to (A) amend the Bylaws to permit stockholders to (i) increase the size of the Board and fix the size of the Board at nine members through the 2024 annual meeting of stockholders and (ii) fill vacancies on the Board, including the exclusive right to fill vacancies resulting from an expansion of the Board approved by stockholders and (B) to make such other conforming changes to the Bylaws as is necessary to implement the foregoing amendments (the “Bylaw Amendment Proposal”); and

5. The Stockholder Group’s proposal to elect, assuming the Bylaw Amendment Proposal is approved at the 2021 Annual Meeting, Daniel Lewis as a Class I director to the Board to serve a term expiring at the 2024 annual meeting of stockholders or until his successor is duly elected and qualified, Richard Lewisohn III as a Class II director to serve a term expiring at the 2022 annual meeting of stockholders or until his successor is duly elected and qualified, and Alan Mitrani (together with Messrs. Lewis and Lewisohn, the “Stockholder Nominees”) as a Class III director to serve a term expiring at the 2023 annual meeting of stockholders or until his successor is duly elected and qualified (the “Election Proposal”).

Proposal 1, Proposal 2, Proposal 3 (Bylaw Restoration Proposal) and Proposal 4 (Bylaw Amendment Proposal) are not subject to, or conditioned upon, the effectiveness of the other proposals. Proposal 5 (Election Proposal) is conditioned upon approval and effectiveness of the Bylaw Amendment Proposal. If the Bylaw Amendment Proposal is not approved and effective, there will be no vacancies on the Board to fill and the Stockholder Nominees will not be elected to the Board.

**Your vote is extremely important.** We are seeking your support to approve the Bylaw Restoration Proposal and the Bylaw Amendment Proposal in order to add three more highly-qualified directors to the Board with skillsets that we believe are critical to maximizing stockholder value and improving the Company’s transparency and liquidity. While Mr. Krantz currently sits on the Board and Mr. Gerson previously served as Chairman of the Board until his resignation in August 2021, the Stockholder Group believes their voices alone have not been sufficient to implement the actions they believe are necessary to hold management accountable and drive greater stockholder value.

The Company has disclosed that the 2021 Annual Meeting will be held virtually via live webcast. You will not be able to attend the 2021 Annual Meeting in person at a physical location. You are entitled to participate in the 2021 Annual Meeting if you are a stockholder of record as of the close of business on the Record Date or hold a legal proxy for the meeting provided by your broker, bank or other nominee. You may attend the 2021 Annual Meeting virtually by visiting the following web address [www.cstproxy.com/evercel/2021/](http://www.cstproxy.com/evercel/2021/). Please see “Virtual Meeting” on page 11 for additional information.

### **Record Date, Outstanding Securities and Voting Rights**

The Company has set August 23, 2021 (the “Record Date”) as the record date for determining stockholders entitled to notice of and to vote at the 2021 Annual Meeting. Only stockholders of record of the Company’s Common Stock, holders of Series A Cumulative Convertible Preferred Stock (the “Series A Stock”) and holders of Series B Cumulative Convertible Preferred Stock (the “Series B Stock”) (collectively, the “Voting Stock”), who owned their shares on August 23, 2021 (the “Record Date”) may attend and vote at the 2021 Annual Meeting. There were 32,530,717 shares of Common Stock and an aggregate of 30,602.25 shares of Series A Stock and Series B Stock outstanding on the Record Date.

Each share of Common Stock entitles the holder thereof to one vote, each share of Series A Stock entitles the holder thereof to 1.82 votes and each share of Series B Stock entitles the holder thereof to 1.82 votes and all Voting Stock vote together as a single class. If all of the Company’s stockholders vote their Voting Stock as of the Record Date at the 2021 Annual Meeting there will be an aggregate of 32,586,413 votes cast at the 2021 Annual Meeting.

As of the date hereof, we, together with the Stockholder Nominees, collectively beneficially own 4,330,400 shares of Common Stock (the “Group Shares”). We do not oppose the election of the Company Nominees or the ratification of the appointment of Baker Tilly. Accordingly, we intend to vote all of the Group Shares “**FOR**” the election of the Company Nominees, “**FOR**” the ratification of the appointment

of Baker Tilly, **“FOR”** the Bylaw Restoration Proposal, **“FOR”** the Bylaw Amendment Proposal and **“FOR”** the election of the Stockholder Nominees under the Election Proposal. Should any other matters properly come before the 2021 Annual Meeting or any postponement or adjournment thereof, the persons named as proxies will vote upon such matters according to their discretion unless a stockholder otherwise specifies in his, her or its proxy.

At the 2021 Annual Meeting, and assuming a quorum has been established, a plurality of the votes cast, in person or by proxy, is required to elect the Company Nominees under Proposal 1 and the Stockholder Nominees under the Election Proposal, the affirmative vote of a majority of the votes cast is required to ratify the appointment of Baker Tilly and a majority of the votes outstanding and entitled to vote is required to approve the Bylaw Restoration Proposal and the Bylaw Amendment Proposal.

This Proxy Statement and the enclosed **BLUE** proxy card are first being mailed to stockholders on or about September 23, 2021.

**THIS SOLICITATION IS BEING MADE BY THE STOCKHOLDER GROUP AND NOT ON BEHALF OF THE BOARD OR MANAGEMENT OF THE COMPANY.**

WE URGE YOU TO VOTE BY TELEPHONE OR INTERNET TODAY ON THE **BLUE** PROXY CARD IN FAVOR OF THE BYLAW RESTORATION PROPOSAL AND THE BYLAW AMENDMENT PROPOSAL AND IN FAVOR OF THE ELECTION OF THE STOCKHOLDER NOMINEES UNDER THE ELECTION PROPOSAL. YOU MAY ALSO SIGN, DATE AND MAIL THE ENCLOSED **BLUE** PROXY CARD IF TIME PERMITS. SINCE TIME IS SHORT, WE URGE STOCKHOLDERS TO VOTE BY INTERNET OR TELEPHONE.

IF YOU HAVE ALREADY SENT A PROXY CARD FURNISHED BY COMPANY MANAGEMENT OR THE BOARD, YOU MAY REVOKE THAT PROXY AND VOTE ON EACH OF THE PROPOSALS DESCRIBED IN THIS PROXY STATEMENT BY VOTING BY TELEPHONE OR INTERNET TODAY OR SIGNING, DATING AND RETURNING THE ENCLOSED **BLUE** PROXY CARD. THE LATEST DATED PROXY IS THE ONLY ONE THAT WILL BE COUNTED. ANY PROXY MAY BE REVOKED AT ANY TIME PRIOR TO THE 2021 ANNUAL MEETING BY DELIVERING A WRITTEN NOTICE OF REVOCATION OR A LATER DATED PROXY FOR THE 2021 ANNUAL MEETING OR BY VOTING IN PERSON AT THE 2021 ANNUAL MEETING.

## IMPORTANT

**Your vote is important, no matter how few shares of Voting Stock you own. We urge you to sign, date, and return the enclosed BLUE proxy card today to vote FOR the approval of the Bylaw Restoration Proposal and the Bylaw Amendment Proposal and FOR the election of the Stockholder Nominees under the Election Proposal.**

- If your shares of Voting Stock are registered in your own name, please sign and date the enclosed **BLUE** proxy card and return it to James Gerson, c/o Saratoga Proxy Consulting LLC (“Saratoga”) in the enclosed postage-paid envelope today. You may also vote by toll-free telephone by calling 1-888-693-8683 or by the Internet at [www.cesvote.com](http://www.cesvote.com). You will need your 11-digit control number located on your **BLUE** proxy card to vote.
- If your shares of Voting Stock are held in a brokerage account or bank, you are considered the beneficial owner of such shares, and these proxy materials, together with a **BLUE** voting form, are being forwarded to you by your broker or bank. As a beneficial owner, you must instruct your broker, trustee or other representative how to vote. Your broker cannot vote your shares of Voting Stock on your behalf without your instructions.
- Depending upon your broker or custodian, you may be able to vote either by toll-free telephone or by the Internet. Please refer to the enclosed voting form for instructions on how to vote electronically. You may also vote by signing, dating and returning the enclosed voting form.
- You may vote your shares virtually at the 2021 Annual Meeting. Even if you plan to attend the 2021 Annual Meeting, we recommend that you vote by telephone or the internet by the applicable deadline so that your vote will be counted if you later decide not to attend the 2021 Annual Meeting.

Since only your latest dated proxy card will count, we urge you not to return any proxy card you receive from the Company. As of the date of this Proxy Statement, the Company has not included our Bylaw Restoration Proposal, the Bylaw Amendment Proposal or the Election Proposal on its proxy card. Accordingly, you can only vote for the Bylaw Restoration Proposal, the Bylaw Amendment Proposal and the Stockholder Nominees on our **BLUE** proxy card. So please make certain that the latest dated proxy card you vote or return is the **BLUE** proxy card.

*If you have any questions, require assistance in voting your **BLUE** proxy card,  
or need additional copies of the Stockholder Group's proxy materials,  
please contact:*



***Saratoga Proxy Consulting LLC***

520 8th Avenue, 14th Floor

New York, NY 10018

(212) 257-1311

*Stockholders call toll-free at (888) 368-0379*

*Email: [info@saratogaproxy.com](mailto:info@saratogaproxy.com)*

**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

As discussed in further detail in the Company's proxy statement, the Company is seeking the election of two Class I directors, Patrick McGeehin and Richard Perkins, to serve a three-year term or until their successors are elected and qualified. Information about the Company Nominees can be found in the Company's proxy statement.

**WE MAKE NO RECOMMENDATION REGARDING THE ELECTION OF THE COMPANY'S  
NOMINEES AND INTEND ON VOTING "FOR" THEIR ELECTION ON THE ENCLOSED  
BLUE PROXY CARD.**

**PROPOSAL NO. 2**

**RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM**

As discussed in further detail in the Company's proxy statement, the Board has appointed Baker Tilly as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2021. The Company is submitting the appointment of Baker Tilly for ratification of the stockholders at the 2021 Annual Meeting.

**WE MAKE NO RECOMMENDATION WITH RESPECT TO THE RATIFICATION OF  
THE APPOINTMENT OF BAKER TILLY AS THE INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING MARCH 31,  
2021 AND INTEND TO VOTE OUR SHARES "FOR" THIS PROPOSAL.**

### **PROPOSAL NO. 3**

#### **BYLAW RESTORATION PROPOSAL**

We are asking you to consent to the adoption of the Bylaw Restoration Proposal to repeal any attempt by the Board to alter the Bylaws as they existed on September 2, 2021 that could, if such alterations remain in effect, interfere with the implementation of the amendments to the Bylaws that are contemplated by the Bylaw Amendment Proposal. Accordingly, we recommend stockholders approve the following resolution:

“RESOLVED, that any provision, change, amendment, modification or alteration of the Second Amended and Restated By-laws of Evercel, Inc. as of the effectiveness of this resolution that occurred on or after September 2, 2021, be and is hereby repealed.”

We are not currently aware of any specific Bylaw provisions that would be repealed by the adoption of the Bylaw Restoration Proposal. However, if this resolution is approved, any amendments to the Bylaws adopted by the Board subsequent to September 2, 2021 and prior to the date of the 2021 Annual Meeting shall be repealed with immediate effect.

A vote of a majority of the shares outstanding and entitled to vote thereon is required to approve the Bylaw Restoration Proposal.

**We urge you to approve the Bylaw Restoration Proposal.**



## PROPOSAL NO. 4

### BYLAW AMENDMENT PROPOSAL

The Bylaws currently provide that the Board shall consist of not less than three (3) nor more than sixteen (16) directors, as shall be fixed initially by the incorporator(s) and thereafter from time to time by vote of a majority of the Board. The Bylaws do not specifically permit stockholders to fix the size of the Board. The Bylaws also do not permit stockholders to fill vacancies on the Board, whether resulting from the expansion of the Board or due to death, resignation, disqualification or other cause.

We are therefore asking you to consent to the adoption of the Bylaw Amendment Proposal to give stockholders the ability to increase the size of the Board and to fix it at nine (9) members through the 2024 annual meeting of stockholders, what we refer to as the “2021 Expansion.” We are also asking you to amend the Bylaws to give stockholders the ability to fill any vacancy on the Board, whether resulting from the expansion of the Board or due to death, resignation, disqualification or other cause; provided, that the stockholders shall have the exclusive right to fill any vacancy on the Board resulting from the expansion of the Board approved by stockholders. We are also asking you to amend the Bylaws to make other conforming changes as is necessary to implement the foregoing amendments, as set forth on Annex A hereto.

Accordingly, we recommend stockholders approve the following resolution:

“RESOLVED, that Sections 2.2, 2.5 and 2.6 of Article II of the Second Amended and Restated By-laws of Evercel, Inc. shall be amended as set forth on Annex A hereto.”

If the Bylaw Amendment Proposal is approved, stockholders will obtain the right to fix the size of the Board and fill any vacancy on the Board, whether resulting from the expansion of the Board or due to death, resignation, disqualification or other cause. Approval of the Bylaw Amendment Proposal will also fix the size of the Board at nine through the 2024 annual meeting of stockholders and stockholders shall have the exclusive ability to fill the resulting vacancies.

A vote of a majority of the shares outstanding and entitled to vote thereon is required to approve the Bylaw Amendment Proposal.

**We urge you to approve the Bylaw Amendment Proposal.**

## PROPOSAL NO. 5

### ELECTION PROPOSAL

The Board currently has six members. We are seeking to add three more highly-qualified directors to the Board with skillsets that we believe are critical to maximizing stockholder value and improving the Company's transparency and liquidity.

We are proposing the election of Daniel Lewis as a Class I director to the Board to serve a term expiring at the 2024 annual meeting of stockholders or until his successor is duly elected and qualified, Richard Lewisohn III as a Class II director to serve a term expiring at the 2022 annual meeting of stockholders or until his successor is duly elected and qualified, and Alan Mitrani as a Class III director to serve a term expiring at the 2023 annual meeting of stockholders or until his successor is duly elected and qualified.

Below is information on each of Messrs. Lewis, Lewisohn and Mitrani:

- **Daniel Lewis**, age 52, is the portfolio manager of Gem Partners L.P., a hedge fund offering portfolio management and advisory services. Mr. Lewis has significant investment experience and possesses a stockholder mindset to better align management with performance.
- **Richard Lewisohn III**, age 79, is a highly successful corporate finance executive and has substantial experience initiating, negotiating, structuring and financing acquisitions for publicly traded entities. Mr. Lewisohn was a Senior Managing Director at Burnham Securities Inc. He previously led the Corporate Finance Department at Herzfeld & Stern and was the Director of Investment Banking at Gruntal & Co. Mr. Lewisohn has also served on numerous boards giving him strong corporate governance experience.
- **Alan Mitrani**, age 47, is a successful hedge fund investor. He has over 25 years of investment experience, including both as a securities analyst and hedge fund manager. Mr. Mitrani is currently a Managing Director at Sylvan Lake Asset Management. Prior to joining Sylvan Lake, Mr. Mitrani was previously employed as a Partner at Copper Beech Capital Management, Inc. and an Equity Research Analyst at Donaldson, Lufkin & Jenrette Securities Corp.

**This proposal is conditioned upon the approval and effectiveness of the Bylaw Amendment Proposal. If the Bylaw Amendment Proposal is not approved and effective, there will be no vacancies on the Board to fill and the Stockholder Nominees will not be elected to the Board.**

A plurality of the votes cast by stockholders is required to elect the Stockholder Nominees.

**We urge you to approve the Election Proposal to elect each of the Stockholder Nominees.**

## VOTING AND PROXY PROCEDURES

Common stockholders are entitled to one vote for each share of Common Stock, each share of Series A Stock entitles the holder thereof to 1.82 votes and each share of Series B Stock entitles the holder thereof to 1.82 votes held of record on the Record Date with respect to each matter to be acted on at the 2021 Annual Meeting. All Voting Stock vote together as a single class. Only stockholders of record on the Record Date will be entitled to notice of and to vote at the 2021 Annual Meeting. Stockholders who sell their shares of Common Stock, Series A Stock or Series B Stock before the Record Date (or acquire them without voting rights after the Record Date) may not vote such shares of Common Stock, Series A Stock or Series B Stock. Stockholders of record on the Record Date will retain their voting rights in connection with the 2021 Annual Meeting even if they sell such shares after the Record Date.

Shares of Common Stock, Series A Stock or Series B Stock represented by properly executed **BLUE** proxy cards will be voted at the 2021 Annual Meeting as marked and, in the absence of specific instructions, will be voted **FOR** the election of the Company Nominees under Proposal 1, **FOR** the ratification of the appointment of Baker Tilly as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2021, **FOR** the Bylaw Restoration Proposal, **FOR** the Bylaw Amendment Proposal and **FOR** the election of the Stockholder Nominees under the Election Proposal.

Proposal 1, Proposal 2, Proposal 3 (Bylaw Restoration Proposal) and Proposal 4 (Bylaw Amendment Proposal) are not subject to, or conditioned upon, the effectiveness of the other proposals. Proposal 5 (Election Proposal), is conditioned upon approval and effectiveness of the Bylaw Amendment Proposal. If the Bylaw Amendment Proposal is not approved and effective, there will be no vacancies on the Board to fill and the Stockholder Nominees will not be elected to the Board.

How to vote:

*Stockholders of Record:*

(1) Via the internet. You may use the internet to vote by visiting to the following internet address [www.cesvote.com](http://www.cesvote.com). Have your **BLUE** proxy card in hand as you will be prompted to enter your 11-digit control number to create and submit an electronic vote. If you vote in this manner, your "proxy," whose name is listed on the enclosed **BLUE** proxy card, will vote your shares as you instruct on the proxy card. If you sign and return the **BLUE** proxy card or submit an electronic vote but do not give instructions on how to vote your shares, your shares will be voted as recommended by the Stockholder Group.

(2) By telephone. You may submit your vote by calling the following toll-free number 1-888-693-8683. Have your **BLUE** proxy card in hand as you will be prompted to enter your 11-digit control number to create and submit a telephonic vote. If you vote in this manner, your "proxy," whose name is listed on the enclosed **BLUE** proxy card, will vote your shares as you instruct over the phone. If you sign and return the **BLUE** proxy card or submit a telephonic vote but do not give instructions on how to vote your shares, your shares will be voted as recommended by the Stockholder Group.

(3) By mail. You may vote by mail. If you are a record holder, you may vote by proxy by filling out the proxy card, signing and dating it and sending it back in the envelope provided.

(4) In person. You may vote in person at the virtual 2021 Annual Meeting by following the instructions when you log-in for the 2021 Annual Meeting. You may attend the 2021 Annual Meeting virtually by visiting the following internet address [www.cstproxy.com/evercel/2021/](http://www.cstproxy.com/evercel/2021/). You will need the Company's white proxy card in hand as you will be prompted to enter your control number to vote at the 2021 Annual Meeting.

**Given the 2021 Annual Meeting is currently scheduled to be held on October 7, 2021, we urge all stockholders to vote by Telephone or Internet.**

*Beneficial Stockowners:*

If you are a beneficial holder you may vote by proxy by following the instructions on and filling out the vote instruction form and sending it back in the envelope provided by your brokerage firm, bank, broker-dealer or other similar organization that holds your shares. Depending upon your broker or custodian, you may be able to vote either by toll-free telephone or by the Internet. Please refer to the enclosed voting form for instructions on how to vote electronically.

**QUORUM; BROKER NON-VOTES; DISCRETIONARY VOTING**

The quorum requirement for holding the 2021 Annual Meeting and transacting business is that holders of a majority of the Voting Stock outstanding as of the Record Date must be present in person or represented by proxy. Abstentions, votes marked “withheld” and shares represented at the 2021 Annual Meeting, but not voted on a particular matter due to a broker’s lack of discretionary voting power (“broker non-votes”) are counted for the purpose of determining the presence of a quorum. According to the Company’s proxy statement, in order to meet the quorum requirement for holding the 2021 Annual Meeting and transacting business, holders of a total of 16,293,207 votes must be present in person or represented by proxy at the 2021 Annual Meeting.

Under applicable rules, your broker will not have discretionary authority to vote your shares at the 2021 Annual Meeting on any of the proposals.

**VIRTUAL MEETING**

The Company has disclosed that the 2021 Annual Meeting will be held virtually via a live webcast. You will not be able to attend the 2021 Annual Meeting in person at a physical location. You are entitled to participate in the 2021 Annual Meeting if you are a stockholder of record as of the close of business on the Record Date or hold a legal proxy for the meeting provided by your broker, bank or other nominee.

You may participate in the virtual 2021 Annual Meeting by visiting the following web address [www.cstproxy.com/evercel/2021/](http://www.cstproxy.com/evercel/2021/). Have your proxy card in hand as you may be prompted to enter your control number from the Company’s white proxy card to attend and follow the instructions, if any, to complete your registration for the 2021 Annual Meeting.

We encourage you to access the meeting site prior to the start time of the 2021 Annual Meeting to allow ample time to log into the meeting webcast and test your computer system.

Whether or not you plan to attend the 2021 Annual Meeting, we urge you to vote via the Internet or by telephone as instructed on the **BLUE** proxy card as soon as possible. If you have any difficulty accessing the 2021 Annual Meeting, please email [info@saratogaproxy.com](mailto:info@saratogaproxy.com).

**VOTES REQUIRED FOR APPROVAL**

*Election of Directors* — The Company has adopted a plurality vote standard for director elections. The two (2) nominees receiving the highest number of affirmative votes will be elected as Class I directors of the Company under Proposal 1. The three (3) nominees receiving the highest number of affirmative votes will be elected as Class I, Class II and Class III directors of the Company, as applicable, under Proposal 5. With respect to the election of directors, only votes cast “**FOR**” a nominee will be

counted. Proxy cards specifying that votes should be withheld with respect to one (1) or more nominees will result in those nominees receiving fewer votes but will not count as votes against the nominees. Abstentions and broker non-votes will have no direct effect on the outcome of the election of directors.

*Ratification of Appointment of Accountants* — The affirmative vote of a majority of the votes cast at the 2021 Annual Meeting by the holders of Voting Stock entitled to vote is required to ratify the appointment of the Baker Tilly as the Company's independent registered public accounting firm for the year ending March 31, 2021. Abstentions and broker non-votes will have no direct effect on the outcome of this proposal.

*Bylaw Restoration Proposal and Bylaw Amendment Proposal* — The affirmative vote of a majority of the votes outstanding and entitled to vote at the 2021 Annual Meeting is required to adopt the Bylaw Restoration Proposal and Bylaw Amendment Proposal. Abstentions and broker non-votes will count as votes against these proposals.

If you sign and submit your **BLUE** proxy card without specifying how you would like your shares voted, your shares will be voted in accordance with the Stockholder Group's recommendations specified herein and in accordance with the discretion of the persons named on the **BLUE** proxy card with respect to any other matters that may be voted upon at the 2021 Annual Meeting.

## **REVOCAION OF PROXIES**

You may change your vote or revoke your proxy at any time prior to the vote at the 2021 Annual Meeting. If you are the stockholder of record, you may change your vote by granting a new proxy bearing a later date, which automatically revokes the earlier proxy, by providing a written notice of revocation to the Secretary of the Company, prior to your shares of Common Stock, Series A Stock, or Series B Stock, being voted or by attending the meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request. If you are a beneficial owner, you may change your vote by submitting a new voting instruction form to your broker, trustee or nominee, or, if you have obtained a legal proxy from your broker, trustee or nominee giving you the right to vote your shares of Common Stock, Series A Stock, or Series B Stock, by attending the meeting and voting in person. Although a revocation is effective if delivered to the Company, we request that either the original or photostatic copies of all revocations be mailed to us in care of Saratoga at the address set forth on the back cover of this Proxy Statement so that we will be aware of all revocations and can more accurately determine if and when proxies have been received from the holders of record on the Record Date of a majority of the outstanding shares of Voting Stock. Additionally, Saratoga may use this information to contact stockholders who have revoked their proxies in order to solicit later dated proxies for the election of the Stockholder Nominees.

## **SOLICITATION OF PROXIES**

The solicitation of proxies pursuant to this Proxy Statement is being made by the Stockholder Group. Proxies may be solicited by mail, facsimile, telephone, electronic mail, Internet and by advertisements. We have retained Saratoga for solicitation and advisory services in connection with solicitations relating to the 2021 Annual Meeting.

**IF YOU WISH TO VOTE FOR THE BYLAW RESTORATION PROPOSAL, THE BYLAW AMENDMENT PROPOSAL AND THE ELECTION PROPOSAL, PLEASE VOTE THE BLUE PROXY CARD TODAY BY TELEPHONE OR INTERNET OR SIGN, DATE AND RETURN**

**PROMPTLY THE ENCLOSED BLUE PROXY CARD IN THE POSTAGE-PAID ENVELOPE  
PROVIDED.**

## OTHER MATTERS AND ADDITIONAL INFORMATION

We are unaware of any other matters to be considered at the 2021 Annual Meeting. However, should other matters, which we are not aware of at a reasonable time before this solicitation, be brought before the 2021 Annual Meeting, the persons named as proxies on the enclosed **BLUE** proxy card will vote on such matters in their discretion.

Some banks, brokers and other nominee record holders may be participating in the practice of “householding” proxy statements and annual reports. This means that only one copy of this Proxy Statement may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of the document to you if you write to our proxy solicitor, Saratoga Proxy Consulting, at the following address or phone number: 520 8<sup>th</sup> Avenue, 14<sup>th</sup> Floor, New York, New York or call toll free at (888) 368-0379. If you want to receive separate copies of our proxy materials in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker or other nominee record holder, or you may contact our proxy solicitor at the above address and phone number.

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**Your vote is important. No matter how many or how few shares you own, please vote to approve the Bylaw Restoration Proposal, the Bylaw Amendment Proposal and elect the Stockholder Nominees by marking, signing, dating and mailing the enclosed BLUE proxy card promptly.**

Dated: September 23, 2021

Thank you for your support.

James D. Gerson

## IMPORTANT

Tell the Board what you think! Your vote is important. No matter how many shares of Voting Stock you own, please give us your proxy “**FOR**” the approval of the Bylaw Restoration Proposal, Bylaw Amendment Proposal and the election of the Stockholder Nominees at the 2021 Annual Meeting through the following options:

- CALLING 1-888-693-8683 to vote telephonically;
- VISITING [www.cesvote.com](http://www.cesvote.com) to vote electronically; or
- MAILING your vote by taking the following three steps:
  - SIGNING the enclosed **BLUE** proxy card;
  - DATING the enclosed **BLUE** proxy card; and
  - MAILING the enclosed **BLUE** proxy card TODAY in the envelope provided (no postage is required if mailed in the United States).

If any of your shares of Voting Stock are held in the name of a brokerage firm, bank, bank nominee or other institution, only it can vote such shares of Voting Stock and only upon receipt of your specific instructions. Depending upon your broker or custodian, you may be able to vote either by toll-free telephone or by the Internet. Please refer to the enclosed voting form for instructions on how to vote electronically. You may also vote by signing, dating and returning the enclosed **BLUE** voting form.

If you have any questions or require any additional information concerning this Proxy Statement, please contact Saratoga at the address set forth below.

*If you have any questions, require assistance in voting your **BLUE** proxy card, or need additional copies of the Stockholder Group’s proxy materials, please contact:*

**s a r a t o g a**



***Saratoga Proxy Consulting LLC***

520 8th Avenue, 14th Floor

New York, NY 10018

(212) 257-1311

*Stockholders call toll-free at (888) 368-0379*

*Email: [info@saratogaproxy.com](mailto:info@saratogaproxy.com)*



**FIRST AMENDMENT TO THE  
SECOND AMENDED AND RESTATED BY-LAWS OF  
EVERCEL, INC.**

The Second Amended and Restated By-laws of Evercel, Inc. (the “Bylaws”) are hereby amended as follows:

Section 2.2 of Article II of the Bylaws shall be deleted in its entirety and replaced with the following:

“Section 2.2   Number of Directors; Qualifications.

The board of directors shall consist of such number of directors, not less than three (3) nor more than sixteen (16), as shall be fixed initially by the incorporator(s) and thereafter from time to time by vote of a majority of either (i) the board of directors or (ii) the holders of all shares outstanding and entitled to vote; provided that the size of the board of directors shall be fixed at nine (9) directors commencing at the 2021 annual meeting of stockholders through the conclusion of the 2024 annual meeting of stockholders unless further amended by stockholders. No director need be a stockholder.”

Section 2.5 of Article II of the Bylaws shall be deleted in its entirety and replaced with the following:

“Section 2.5   Vacancies.

Unless otherwise provided by applicable law or the Certificate of Incorporation, in the case of a vacancy in the board of directors from death, resignation, disqualification or other cause, or resulting from an increase in the authorized number of directors, the election of a director to fill such vacancy shall be (i) by vote of a majority of the directors then in office, whether or not constituting a quorum, or by the sole remaining director, or (ii) provided that a quorum is present, by a plurality of the votes cast by stockholders; provided, however, that any vacancy created through an expansion of the board of directors approved by stockholders shall be filled exclusively by stockholders. Except as otherwise set forth herein, the director thus elected shall hold office for a term until the election of his successor in the manner provided in the Certificate of Incorporation.”

Section 2.6 of Article II of the By-laws of Evercel, Inc. shall be deleted in its entirety and replaced with the following:

“Section 2.6   [Intentionally Omitted]”







*If you have any questions, require assistance in voting your **BLUE** proxy card,  
or need additional copies of the Stockholder Group's proxy materials,  
please contact:*

**s a r a t o g a**



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