

**Jesse Levine**  
**P.O. Box 168, Glencoe, IL. 60022**

**Written Consent and Proxy Solicitation**  
**The Written Consent and Proxy is Attached Below**

The attached Written Consent and Proxy is sought by Jesse Levine, a shareholder and director of Productivity Technologies Corp., a Delaware corporation (including its subsidiaries, the "Company"), and Julius Levine, also a shareholder of the Company, to take certain actions set forth in the Written Consent and Proxy, including shareholder actions in lieu of an in-person meeting of stockholders.

Delaware law and the organizational documents of the Company allow the shareholders of the Company to take action through the receipt of Written Consents representing a majority of the issued and outstanding shares of the Company in lieu of acting through a shareholder vote at a regular or special shareholders' meeting of the Company.

Shareholders of the Company would be entitled to one vote for each share then held if the shares were voted at a meeting. On the date hereof, we believe there are a maximum of 1,816,000 shares of Common Stock of the Company outstanding, determined by excluding Treasury Stock and 472,727 shares in dispute which may (or may not) have been issued by Messrs. Samuel Seidman and Arthur Stupay to themselves in 2016. Jesse and Julius Levine and entities they control collectively own approximately 308,000 shares. The Levine shares in the preceding sentence exclude Warrant related shares which the Levines believe are due to Jesse Levine from a Warrant provided by the Board in 2012, and which Messrs. Seidman and Stupay now seek to dispute.

As disclosed in my first letter to PTC Shareholders, we remain in litigation with PTC and Atlas. Messrs. Seidman and Stupay filed claims in September 2016 and we filed counter-claims in August 2017 against both PTC and Atlas and Messrs. Seidman and Stupay personally. Select information on the litigation is available at [www.OptimizePTC.com](http://www.OptimizePTC.com) and all public information is at:

US Federal Court, Eastern Michigan District:  
<https://ecf.mied.uscourts.gov/cgi-bin/login.pl>  
Cases 2:16-cv-13085 and 2:16-cv-13088

Upon the receipt of Written Consents representing a majority of shares of the Company, the four new directors listed below will be elected to a board set at seven members, which we believe currently includes Messrs. Seidman, Stupay and Jesse Levine.

The new director nominees proposed by Jesse and Julius Levine are James Daniels, Todd Rosner, CFA, Amy B. Dean, and Julius S. Levine. Via this Written Consent Solicitation, Jesse and Julius Levine also propose that Jesse Levine shall be re-elected to the Company Board of Directors. Biographical information on the new director nominees and Jesse Levine is provided below.

Messrs. Daniels, Rosner and Levine and Ms. Dean have indicated to me that once they are elected as directors of the Company, they will work with me as a PTC director to review the financial condition and operations of PTC and its wholly owned subsidiary Atlas Technologies LLC and formulate one or more strategies to optimize PTC share value, with the objective for the new Board of Directors to report to all PTC shareholders regarding the optimal strategies by March 31, 2018 or earlier if practical.

Once Messrs. Daniels, Rosner and Levine and Ms. Dean are elected to the board of the Company, we will immediately assess all actions permitted under applicable law to stop all compensation and benefits payable to Directors Seidman and Stupay and consider providing a new dividend of at least 2 cents per share per quarter, starting with the quarter ended September 30, 2017.

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This Written Consent and Proxy is being solicited by Jesse Levine and Julius Levine as stockholders of the Company. Jesse Levine is also currently a director of the Company. The expense of making this solicitation is being paid by Jesse Levine and Julius Levine and consists of the preparing, assembling and electronic mailing of the Written Consent and Proxy Solicitation.

Biographical information on Messrs. Daniels, Rosner, Amy Dean, Julius Levine and Jesse Levine is provided on the following pages.

**Biographical information on**  
**Messrs. Daniels, Rosner, Dean, and Julius Levine as New Director Nominees**  
**and Jesse Levine as a Current Director and as a Nominee to Continue as a Director**

**Mr. James Daniels (age 55).** Mr. Daniels is a Wisconsin based investor. He and his family's interests purchased their PTC shares on the open market many years ago. Mr. Daniels has been focused on micro-cap investing for over 20 years. He and his family are believed to be PTC's largest shareholder. Mr. Daniels' investment firm is JD Investment Management, which is a Wisconsin state registered investment advisor. Mr. Daniels graduated Cum Laude from The University Of Wisconsin – Oshkosh with a double major in Finance & Marketing.

**Todd Rosner, CFA (age 51)** is an East Coast based investor who has been involved in investment management and research since 1990. The nominee and his family are believed to be the third largest shareholder of PTC, which Mr. Rosner and his family own as a personal investment. He has been an investor in PTC for many years. Mr. Rosner has an MBA and is a Chartered Financial Analyst (CFA).

**Amy B. Dean (age 55).** Ms. Dean is an organization development consultant specializing in issues of strategy and governance. She brings to her practice over 25 years of executive leadership in the for-profit and non-profit sectors. Informed by the complexity sciences and systems thinking, Dean works with organizations to increase alignment between strategic objectives, performance measures, mission and organizational goals by combining a blend of quantitative and qualitative research, performance benchmarking, organizational assessment and review of strategy, structure and governance practices. Previous engagements include Smith Field Foods, Japan Institute of Labor, Annie E. Casey Foundation, ProPublica, National Housing Partnership Network, Mississippi Today, and the AFL-CIO to name a few. She is currently affiliated with Management Assistance Group (MAG), a management consultancy serving clients both domestically and globally. Dean is founder of two national non-profits both committed to increasing civic participation, democracy and economic justice. She has served as a trustee of the California Community Colleges System, director of the California Commerce Secretary's Economic strategy panel, United Way of Silicon Valley and the Forward Newspaper (New York, NY). She has held fellowships with the Century Foundation (New York), Wexner Heritage Foundation (New York), the Japan Society (New York) and the American Leadership Forum (Palo Alto). Since the 1980's Dean has worked to grow and retain American industrial jobs first serving on Chicago Mayor Harold Washington's Industrial Retention Task Force, whose mission was to develop strategies and policies for the retention of Chicago's steel, apparel and textile industries as well as working on trade issues at the federal level. Deans holds a B.S. in the Social Sciences from the University of Illinois at Urbana Champaign and an M.S. in organization development and knowledge management from American University

**Mr. Julius Levine (age 85).** Mr. Levine was chief operating officer of Atlas from early 2012 to mid-2015. Through various entities and personally, Mr. Levine and his son Jesse Levine are believed to be PTC's second largest shareholder. The Levines have owned shares since the initial public offering and neither of the Levines (father and son) have ever sold a share of PTC. Mr. Levine's family trust provided \$1 million (which increased to \$1.2 million) in liquid collateral as credit to induce Rosenthal and Rosenthal to provide a \$1.55 million line of credit to PTC and Atlas in 2012 which allowed PTC and Atlas to continue operating and negotiate a forbearance agreement to protect PTC and Atlas from liquidation by Bank of America Merrill Lynch ("Merrill"). In December 2010, Merrill had a \$4.3 million judgment against PTC and Atlas which PTC

and Atlas were not able to repay. Mr. Levine has more than 50 years' experience in the real estate development business, as an advisor and principal. He was a co-founder of an economic feasibility and real estate planning firm which grew to become one of the largest independent practices of its kind with business throughout the United States and selective foreign locales. This management experience is directly related, and can be helpful to Atlas, in terms of managerial assistance, setting and meeting management objectives, and oversight. He earned his Masters in City Planning from the Massachusetts Institute of Technology, and his undergraduate degree in liberal arts and civil engineering through a joint program between Brooklyn College and City College of New York.

**Jesse Levine (age 50)**, Jesse Levine co-founded PTC in 1994 and is a continuously serving Director since then. From 1994 through 2015, he regularly visited many Midwestern manufacturing businesses, including numerous of PTC's and Atlas' vendors, customers, and competitors. Mr. Levine served for more than 20 years as Chief Financial Officer, Secretary, Treasurer and Vice President of PTC. He also served as Co-Chief Executive Officer of Atlas from 2009 to 2015 and as a director of Atlas for more than 15 years.

Mr. Levine originated the equipment supply related discussions which led to the development in 2009 of a 228 space fully automated parking garage in Philadelphia. At the time of its construction, the garage was the largest transient-only principal use automated garage in the country located on a 59' by 100' site several blocks from Philadelphia City Hall. Mr. Levine was a lead negotiator with the customer (a \$5 billion New York Stock Exchange listed REIT) for Atlas to manufacture, install and provide 70% of the value of the order, and arranged for the remainder of the order to be supplied by a European parking system designer.

Among other professional experience, Mr. Levine has considerable knowledge of the parking requirements of real estate. He also has worked to design and assess the feasibility of using pre-manufactured modules (including shipping containers used for trans-national and trans-oceanic logistics) in real estate applications.

From 1999 to 2001, Mr. Levine served as Senior Vice President and Treasurer of Netherlands-based ASM International, a semiconductor capital equipment producer with operations in Europe, Asia, and the United States. Mr. Levine reported to the Founder/CEO and the Chief Financial Officer and participated on the internal team which worked with the company's investment bankers to arrange four separate financings. These included private placements and a secondary public equity financing. Total funds raised from the four financings from 1999 to 2001 approximated \$400 million.

Mr. Levine previously served on the board of a non-profit Detroit area organization responsible for the management of a \$180 million endowment. He served for several years on the governmental affairs committee of the Association for Manufacturing Technology which was formerly known as the National Machine Tool Builders' Association. Mr. Levine earned a B.A. degree, with highest honors distinction, in economics from the University of Michigan. His undergraduate thesis focused on an economic and econometric cost-benefit analyses of a math and reading remedial education program in the Ann Arbor public school system. Mr. Levine subsequently earned the designation of Chartered Financial Analyst ("CFA").

**Productivity Technologies Corp. (the “Company”)**

**Written Consent and Proxy**

**December 11, 2017**

The undersigned, being a holder of shares of capital stock of the Company, does hereby consent to, adopt and approve the following resolutions pursuant to Section 228 of the Delaware General Corporation Law and does hereby grant the following proxy, with respect to all shares beneficially owned and/or held of record by the undersigned:

Stockholder Actions by Written Consent

(1) Resolved, that the Company by-laws (the “By-Laws”) are hereby amended to establish the number of Directors at seven (7) Directors by deleting and restating Article III, Section 1 of the By-Laws to read in its entirety as follows:

The number of directors which shall constitute the whole board shall be fixed at seven. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his or her successor is elected and qualified. Directors need not be stockholders, residents of Delaware or citizens of the United States.

(2) Resolved, that following the effectiveness of the preceding resolution, James Daniels, Todd Rosner, Amy Dean and Julius Levine are hereby elected to the Board of Directors of the Company.

(3) Resolved, that Jesse Levine is hereby elected or his election is hereby confirmed, as applicable, to the Board of Directors of the Company.

(4) Resolved, that each of the directors elected by this Written Consent are hereby assigned to Class I, Class II and Class III of the Board of Directors of the Company, in that order, as prescribed by Article Tenth of the Certificate of Incorporation of the Company, as amended, in the order in which such directors’ names appear in this Written Consent.

Omnibus Authorization

(5) Resolved, that Jesse Levine, whether acting alone or together with any other individual or entity, is hereby authorized to take any and all actions, including execution, delivery and filing of any and all documents and certificates and direction of any record holder of any shares held beneficially by the undersigned, in the name of and on behalf of the undersigned, as Jesse Levine deems advisable (the advisability of which shall be conclusively evidenced by the taking of such action) to carry out the intent and accomplish the purposes of the foregoing resolutions.

## Grant of Proxy

(6) Resolved, that following delivery to the Company of this Written Consent and Proxy, and to the extent determined by Jesse Levine to be necessary or appropriate to carry out and fully effectuate the actions set forth herein (such actions, the "Future Consent Actions"), Jesse Levine is hereby designated and appointed, solely in his individual capacity and not as a director or representative of the Company, as the exclusive attorney-in-fact and proxy of the undersigned, with power of substitution, to receive any and all notices, vote (including abstain, withhold or against, if applicable), give or withhold consent in respect of, and otherwise exercise all voting rights (to the full extent that the undersigned is entitled to do so) with respect to all voting securities of the Company that are now or hereafter owned beneficially or of record by the undersigned (collectively, the "Voting Securities"), with respect to any and all Future Consent Actions. Upon the undersigned's execution of this Written Consent and Proxy, any and all prior proxies given by the undersigned with respect to any Voting Securities in connection with the matters set forth herein are hereby revoked and the undersigned agrees not to grant any subsequent proxies with respect to any Voting Securities in connection with the matters set forth herein.

In witness whereof, the undersigned has executed this Written Consent and Proxy.

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Name: