Press Releases

Leclanché announces Invitation to the upcoming Extraordinary General Meeting of Shareholders to be held on 11th December 2018 in Yverdon-les-Bains

Current Chairman of the Board will step down at the Extraordinary General Meeting and recommends new Chairman.

Yverdon-les-Bains, Switzerland, 19th of November 2018: Leclanché SA (SIX Swiss Exchange: LECN), the fully vertically integrated battery energy storage solution provider:

- publishes today the invitation to an Extraordinary General Meeting of shareholders, which will take place on 11th December 2018 at 10:00 a.m. (doors open at 9.30 a.m.), at Y-PARC, Rue Galilée 7, CH-1400 Yverdon-les-Bains.

- announces that Mr. Jim Atack, Chairman of the Board of Directors of Leclanché will step down at the end of the Extraordinary General Meeting (EGM) on 11th December 2018. It is proposed by the Board that Mr. David Anthony Ishag is elected as new Chairman of the Board.

Mr. Jim Atack has been Chairman of the Board of Leclanché since August 2013 and, over this time, has overseen a strategic shift of the Company that has established Leclanché as the only listed pure play energy storage company in the world with a leading position in high growth markets including stationary and etransport solutions.

Mr. Jim Atack, Chairman of the Board of Directors said: *"After more than five years as Leclanché's Chairman and member of the Board, I have decided that now is the right time to step down. Leclanché has an exceptional leadership team with vision and strong commercial and technological acumen and I look forward to the continued strengthening of its position as a world leading provider of energy storage solutions."*

Leclanché thanks Jim for his leadership over the years as Chairman and proposes to elect Mr. David Anthony Ishag as new Chairman of the Board of Directors at the end of the EGM.

Mr. Ishag, British, is CEO of Golden Partner SA, advisor to FEFAM[1], the main Leclanché shareholder. With 30 years spent in the Finance, Tech, Mobile and Online Marketing Industries Mr. Ishag's previous experience includes: Employment, Partnership or Directorship with Institutions such as Barclays de Zoete Wedd London, Republic National Bank of New York, Union Bancaire Privée Geneva, Wharton Asset Management Bermuda (USD 15 Billion Investment Manager) as Vice Chairman and Chief Investment Officer. Mr. Ishag was previously Board Director, Member of the compensation and Audit Committee of publicly traded US Electricar representing the largest European shareholders alongside Itochu Corporation, Citibank and Hyundai. Mr. Ishag's Mobile and Online Marketing achievements include: Founder CEO & Chairman of award winning Pogo Technology: Europe's first cloud based mobile platform. Founder and Executive Chairman of Espotting Media, Europe's largest performance-based advertising network pioneering pay per click sold in 2004 for USD 170 Million. Mr. Ishag joined the Leclanché board in 2016 and has played a key role as a Board Director in the financing of Leclanché's growth plan and support of its redefined strategy.

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I. Agenda

Introduction by the Chairman of the Board of Directors.

1. Financial Restructuring of the Company

1.1 Overview of Financial Restructuring and Proposed Measures

Since the Company is in a negative equity situation, it must be financially restructured. The Board of Directors has evaluated different options and developed a financial restructuring proposal to improve the financial situation of the Company as well as to provide more flexibility for financing and raising capital by the Company in the future. This proposal comprises (i) a conversion of existing debt in the amount of CHF 54'691'996.50 into equity through an ordinary capital increase; and (ii) an amendment of the Company's articles of association in relation to the authorized share capital (article 3^{quater}) and conditional share capital (article 3ter and 3^{quinquies}) for financing purposes (together, the "Restructuring Plan").

The Board of Directors is of the view that given the Company status, these measures are

- Necessary to cure the negative equity, to stabilize the balance sheet and to improve the ability of the Company to raise capital and funding from investors; and

- Necessary to reduce the risk of involuntary liquidation of the Company (e.g. through a bankruptcy or otherwise).

The Board of Directors notes that these measures will immediately address the Company's balance sheet issue and will not directly provide additional funding or capital which is required to support the Company's growth plan.

The proposals are summarized as follows:

(i) Proposed Debt-to-Equity Conversion

To fund the Company's operations and investments, several financing agreements have been entered into with the Finexis Equity Fund SCA ("FEF") and certain of its sub-funds and affiliated companies (together, "FEFAM") in the past years (the "Financing Agreements"). According to the Financing Agreements, most of which are convertible loans or contain conversion features, the Company is currently indebted to FEFAM with an aggregate amount of approx. CHF 80 million (the "FEFAM Debt").

In recent years, the Company has also implemented different financing and financial restructuring measures to improve its financial status and liquidity situation. However, the Company is still over-indebted in the sense of article 725 para. 2 of the Swiss Code of Obligations ("CO") in an amount of approx. CHF 27 million (status as of September 30, 2018, based on unaudited management accounts). Given the Company's negative equity situation, FEF granted the Company subordinations (*Rangrücktritte; subordinations de prêts*) on certain claims under certain Financing Agreements, most recently a subordination of certain claims under the Funding Agreement (as defined below), and committed to subordinate certain claims under the Funding Agreement up to an aggregate amount of CHF 40'500'000 in February 2018. Since this subordination, the Company has incurred further losses and, is thus still faced with an over-indebtedness (*Überschuldung; surendettement*) as of the date hereof and must be financially restructured.

In order to address the Company's over-indebtedness issues and to move the Company's balance sheet into a positive equity position as at 31 December 2018, the Board of Directors has agreed in principle with FEFAM to convert a large portion of the FEFAM-Debt in an aggregate amount of CHF 54'691'996.50 into 36'461'331 registered shares of the Company with a par value of CHF 1.50 each, subject to fulfilment of the requirements pursuant to Swiss law and approval by the shareholders' meeting of the Company (the "Debt-to-Equity-Conversion"). In order to implement the Debt-to-Equity-Conversion through an ordinary capital increase, the pre-emptive rights of shareholders will have to be excluded, which requires shareholders' approval with a qualified majority.

Following the agreement in principle between the Company and FEFAM and in view of the envisaged Debt-to-Equity-Conversion which would result in a FEFAM shareholding of approx. 64.3%, FEFAM has filed an application with the Swiss Takeover Board ("STOB") for exemption from the requirement to make a public takeover offer upon FEFAM exceeding a 49% holding of voting rights and shares in the Company. At the time of the preparation of this invitation, the STOB had not yet approved the exemption. However, FEFAM and the Company are optimistic that the STOB will approve the exemption in due course. If so, the approval of the exemption will be made by an order of the STOB, which will become effective at the end of the five-trading day appeal period. Should the STOB not approve the exemption or should the respective order of the STOB not become effective prior to the shareholders' meeting, the Board of Directors

will have to postpone or cancel the vote on the capital increase required for the Debt-to-Equity-Conversion.

The following legal entities belonging to FEFAM are parties to the Financing Agreements and shall be part of the proposed Debt-to-Equity-Conversion (the "Creditors"), and they have committed to convert the below amounts into equity:

- Finexis Equity Fund SCA – E-Money Strategies Sub-Fund (also called Energy Storage Invest), Luxembourg ("FEF-EM") / claims of CHF 22'999'999.50 under to a funding agreement with the Company dated 15 February 2018 (the "Funding Agreement");

- Finexis Equity Fund SCA – Renewable Energy Sub-Fund, Luxembourg ("FEF-RE") / claims of CHF 12'999'999.00 under the Funding Agreement;

- FEF-RE / claims of CHF 7'599'999.00 under a certain financing agreement with the Company dated 10 August 2018, granting FEF a right of first refusal (but no obligation) with respect to the provision of funds required for M&A and joint venture projects and performance bonds of the Company of up to CHF 50 million (the arrangement of 16 March 2018, as amended on 10 August 2018 the "FEFAM ROFO Agreement");

- AM Investment SCA SICAV FIS - Liquid Assets Sub-Fund ("AM") / claims of CHF 3'499'999.50 against the Company under an existing convertible loan agreement, as amended from time to time, which funding (Facility D1) was granted on 27 September 2017 (the "FEFAM Convertible Loan Agreement (Facility D1)");

- FEF-RE / claims of CHF 1’591’999.50 against the Company under an existing convertible loan agreement, as amended from time to time, which funding (Facility D1) was granted on 27 September 2017 (the "FEFAM Convertible Loan Agreement (Facility D1)"); and

- FEF-RE / claims of CHF 6'000'000.00 against the Company under an existing non-convertible loan agreement (which will become convertible), as amended from time to time, which funding (Facility D2) was granted on 13 October 2017 (the "FEFAM Loan Agreement (Facility D2)").

The Debt-to-Equity-Conversion intends and is expected to eliminate the currently existing negative equity of the Company. Once the negative equity situation has been cured, the Board of Directors needs to take further financial restructuring measures aimed at improving the Company's balance sheet situation (e.g. reducing the nominal value of the shares in order to eliminate existing losses/addressing the capital loss according to art. 725 para. 1 CO).

(ii) *Partial Amendment of Articles of Association (Conditional and Authorized Share Capital)*

Besides the Debt-to-Equity-Conversion, the Board of Directors proposes to partially amend the Company's articles of association, in particular, the provisions regarding the authorized capital and conditional share capital for financing purposes, with the aim of providing for a flexible and up-to-date framework for a listed company for obtaining further equity and equity linked financings in the future (the "AOA Amendment").

Further explanations about the proposed Debt-to-Equity-Conversion and the AOA Amendment can be found in the respective proposals of agenda items 1.2 and 1.3.

1.2 Ordinary Capital Increase for Debt-to-Equity-Conversion

Proposal of the Board of Directors: *The Board of Directors proposes to increase the Company's share capital in the amount of CHF 54'691'996.50 from CHF 121'023'811.50 to CHF 175'715'808.00 by way of an ordinary capital increase as follows:*

1. Entire nominal amount by which the share capital is to be increased: CHF 54'691'996.50

2. Amount of contributions to be made: CHF 54'691'996.50

3. Number, nominal value and type of new shares: 36'461'331 registered shares at a nominal value of CHF 1.50 each

4. Preferential rights of individual categories: none

5. Issue amount: CHF 1.50 per share

6. Start of eligibility of dividends: entry date of the capital increase in the Commercial Register

7. Type of contribution: CHF 54'691'996.50 by way of set-off against claims for 36'461,331 fully paid-up registered

shares at an issue price of CHF 1.50 per share

8. Special benefits: none

9. Restriction on transferability: as per the articles of association

10. Pre-emptive rights: the entire nominal increase of CHF 54'691'996.50 will be subscribed by the Creditors, which is why the pre-emptive rights of shareholders for all 36'461,331 newly issued shares are excluded.

Explanation: *The Company is currently over-indebted; however, sufficient subordinations of existing claims have been granted by creditors in the sense of article 725 para. 2 CO. For improving the financial status of the Company and its balance sheet position with the aim to eliminate the over-indebtedness, the Debt-to-Equity-Conversion is proposed. In order to implement the Debt-to-Equity Conversion and to issue the required number of new shares to the Creditors, it is necessary to increase the Company's share capital in the amount of CHF 54'691'996.50, thereby excluding the pre-emptive rights of shareholders.*

Given the Company's over-indebtedness situation, the need to obtain a proportionate underwriting commitment from all shareholders and the reluctance of financial institutions supporting the Company in this exercise to attract new investors, the Board of Directors concluded that organizing a rights issue open to all shareholders was not a viable option.

1.3 Partial Amendment of Company's Articles of Association (Conditional and Authorized Share Capital)

Proposal of the Board of Directors: *The Board of Directors proposes to amend the Company's Articles of Association as follows:*

Current Version	***Proposed Version (changes underlined)***
Article 3ter	***Article 3ter <u>Conditional Share Capital for Equity Incentive Plans</u>***
The Company's share capital may be increased by a maximum of CHF 4'500'000 by issuing a maximum of 3'000'000 fully paid-in registered shares with a nominal value of CHF 1.50 each by issuing new shares for the benefit of the employees of the Company and of the Group companies. Pre-emptive rights of existing shareholders are excluded. The shares or pre-emptive rights will be granted to employees under the conditions defined by the Board of Directors or, to the extent delegated to it, by the Compensation Committee, taking into account the performance, the functions, the level of responsibility and the criteria of profitability. The shares or pre-emptive rights may be granted to employees at a price below the stock market price. The new registered shares are subject to the transferability restrictions provided for in Article 4 of the Company's Articles of Association.	The Company's share capital may be increased by a maximum of CHF 4'500'000 by issuing a maximum of 3'000'000 fully paid-in registered shares with a nominal value of CHF 1.50 each by issuing new shares for the benefit of the employees of the Company and of the Group companies. Pre-emptive rights of existing shareholders are excluded. The shares or pre-emptive rights will be granted to employees under the conditions defined by the Board of Directors or, to the extent delegated to it, by the Compensation Committee, taking into account the performance, the functions, the level of responsibility and the criteria of profitability. The shares or pre-emptive rights may be granted to employees at a price below the stock market price. The new registered shares are subject to the transferability restrictions provided for in Article 4 of the Company's Articles of Association.
Article 3^{quater}	***Article 3^{quater} <u>Authorized Capital</u>***

The Board of Directors is authorized, at any time until 1 May 2020 to increase the share capital in an amount not to exceed CHF 60'511'905 through the issuance of up to 40'341'270 fully paid-in registered shares with a nominal value of CHF 1.50 each.	*The Board of Directors is authorized, at any time until 1 May 2020 to increase the share capital in an amount not to exceed CHF 60'511'905 through the issuance of up to 40'341'270 fully paid-in registered shares with a nominal value of CHF 1.50 each.* *An increase in partial amounts shall be permitted.*
The Board of Directors may issue new shares by (i) means of a firm underwriting through a banking institution or a syndicate of banking institutions or a third party/third parties and a subsequent offer of these shares to the current shareholders and (ii) an increase in partial amounts shall be permitted.	The Board of Directors may issue new shares by ~~(i)~~ means of a firm underwriting through a banking institution or a syndicate of banking institutions or a third party/third parties and a subsequent offer of these shares to the current shareholders ~~and (ii) an increase in partial amounts shall be permitted~~.
The Board of Directors shall determine the date of issue of new shares, the issue price, the type of payment, the beginning date for dividend entitlement, the conditions for the exercise of pre-emptive rights and the allocation of pre-emptive rights that have not been exercised.	*The Board of Directors shall determine the date of issue of new shares, the issue price, the type of payment, the beginning date for dividend entitlement, the conditions for the exercise of pre-emptive rights and the allocation of pre-emptive rights that have not been exercised.*
The Board of Directors may permit pre-emptive rights that have not been exercised to expire or it may place these rights as to which pre-emptive rights have been granted but not exercised at market conditions or use them for other purposes in the interest of the Company.	*The Board of Directors is entitled to permit, to restrict or to exclude the trade with pre-emptive rights. The Board of Directors may permit pre-emptive rights that have not been exercised to expire or may cancel such rights or it may place these rights and/or shares as to which pre-emptive rights have been granted but not exercised at market conditions or use them for other purposes in the interest of the Company.*
The Company may freely dispose of its own funds by way of conversion (including through contribution reserves to the company's capital) in accordance with Article 652d of the Swiss Code of Obligations until the total issue price of each share.	The Company may freely dispose of its own funds by way of conversion (including through contribution reserves to the company's capital) in accordance with Article 652d of the Swiss Code of Obligations until the total issue price of each share.
The Board of Directors is further authorized to limit or withdraw the pre-emptive rights of shareholders and allocate such rights to the individual shareholders or third parties if the shares are to be used:	*The Board of Directors is further authorized to limit or withdraw the pre-emptive rights of shareholders and allocate such rights to the individual shareholders or third parties if the shares are to be used:*

1) In connection with the ApS Convertible Recharge Loan Agreement («Recharge») and ACE Energy Efficiency SPC («ACE») dated 7 December 2014 (the «Recharge/ACE Convertible Loan»), as amended several times, the lenders were entitled to pay all or part of the issue price by offsetting the receivables granted under the Recharge/ACE Convertible Loan; or	1) In connection with the ApS Convertible Recharge Loan Agreement («Recharge») and ACE Energy Efficiency SPC («ACE») dated 7 December 2014 (the «Recharge/ACE Convertible Loan»), as amended several times, the lenders were entitled to pay all or part of the issue price by offsetting the receivables granted under the Recharge/ACE Convertible Loan; or
2) In connection with the Recharge/ACE Convertible Loan, if the Recharge/ACE requires the Company to carry out a capital increase; or	2) In connection with the Recharge/ACE Convertible Loan, as amended from time to time, if the lenders ~~Recharge/ACE~~ require~~s~~ the Company to carry out a capital increase; or
3) In connection with the financing and refinancing of the Company's investments or acquisitions or the financing by the Company of acquisitions (through equity or convertible loans); or	3) In connection with the financing and refinancing of the Company's investments or acquisitions (including part of an enterprise or participations) or the financing or refinancing by the Company of acquisitions (through equity or convertible loans); or
4) In connection with the options granted to Talisman Infrastructure International Ltd, a company associated with Talisman Infrastructure Ventures LLP; or	4) In connection with the options granted to Talisman Infrastructure International Ltd, a company associated with Talisman Infrastructure Ventures LLP; or
5) In order to grant an over-allotment option (Greenshoe) up to 20% of the total number of shares in an offering or sale of shares to the initial purchaser or subscriber; or	5) In order to grant an over-allotment option (Greenshoe) up to 20% of the total number of shares in an offering or sale of shares to the initial purchaser or subscriber; or
6) In order to use the shares as consideration in the event of mergers, acquisitions or investments of the Company.	6) In order to use the shares as consideration in the event of mergers, acquisitions or investments of the Company; or
	7) *For issuing new shares if the issue price of the new shares is determined by reference to the market price; or*
	8) For the purpose of broadening the shareholder constituency in certain financial or investor markets or in connection with the listing of new shares on domestic or foreign stock exchanges; or

	9) *For the purposes of national and international offerings of shares for the purpose of increasing the free float or to meet applicable listing requirements; or*
	10) For the purposes of the participation of strategic investors or partners; or
	11) For the purpose of financial restructuring, in particular for the conversion of debt into equity; or
	12) For raising capital in a fast and flexible manner (including private placement) which could probably only be achieved with great difficulty without exclusion of the pre-emptive rights of the existing shareholders.
	The new registered shares are subject to the transferability restrictions provided for in Article 4 of the Company's Articles of Association.
Article 3^{quinquies}	***Article 3^{quinquies}: Conditional Share Capital for Financing Purposes***
The share capital may be increased in an amount not to exceed CHF 56'011'905 by issuing a maximum of 37'341'270 fully paid-up shares with a nominal value of CHF 1.50 each.	The share capital may be increased in an amount not to exceed CHF 56'011'905 by issuing a maximum of 37'341'270 fully paid-up shares with a nominal value of CHF 1.50 each.
The increase takes place through the exercise of conversion rights, and/or options granted in connection with (i) the issuance on the national and international capital markets of newly or already issued bonds or other financial market instruments or (ii) loans contracted by the Company or one of its Group companies.	The increase takes place through the exercise of conversion, option, or similar rights, ~~and/or options~~ which are granted in connection with newly or already issued bonds, similar obligations, loans or other financial market instruments or contractual obligations of the ~~(i) the issuance on the national and international capital markets of newly or already issued bonds or other financial market instruments or (ii) loans contracted by the~~ Company or one of its Group companies and/or by the exercise of option rights issued by the Company or one of its Group companies ("Financial Instruments").
Shareholders' pre-emptive rights are excluded with respect to the issuance of bonds or convertible loans or loans or option rights or other financial market instruments or the granting of options. The then current holders of conversion rights and/or options are entitled to subscribe for the new shares.	Shareholders' pre-emptive rights are excluded with respect to the issuance of Financial Instruments ~~bonds or convertible loans or loans or option rights or other financial market instruments or the granting of options~~. The then current holders of Financial Instruments ~~conversion rights and/or options~~ are entitled to subscribe for the new shares.

The conditions of conversion rights and/or options shall be determined by the Board of Directors.	The conditions of the ~~conversion rights and/or options~~ Financial Instruments shall be determined by the Board of Directors.
The Board of Directors is authorized to restrict or deny the advance subscription rights of shareholders:	The Board of Directors is authorized to restrict or deny the advance subscription rights of shareholders:
1. In connection with the Convertible Loan Agreement with Recharge ApS («Recharge») and ACE Energy Efficiency SPC ("ACE") dated 7 December 2014, with any amendments (the «Convertible Recharge Loan/ACE»);	1. In connection with the Convertible Loan Agreement with Recharge ApS («Recharge») and ACE Energy Efficiency SPC ("ACE") dated 7 December 2014, with any amendments (the «Convertible Recharge Loan/ACE»);
2. For the purpose of financing or refinancing of investments or the expansion plan of the Company; or	2. For the purpose of financing or refinancing of investments or the expansion plan of the Company; or
	3. If the Financial Instruments are issued to strategic investors or partners; or
	4. If the Financial Instruments *are issued on national or international capital markets or through a private placement; or*
	5. *For the purpose of a firm underwriting of such Financial Instruments through a banking institution or a syndicate of banking institutions or a third party/third parties with subsequent offering to the public; or*
	6. For the purpose of financial restructuring, in particular for the conversion of debt into equity.
The conversion rights granted to Recharge/ACE under the Convertible Recharge Loan/ACE, in accordance with paragraph 1, are necessary for the restructuring and future expansion of the Company. The conversion will be carried out in accordance with the terms of the Convertible Recharge Loan/ACE. The conversion can be exercised until June 30, 2016, which can be extended (in accordance with the terms of the respective contracts).	The conversion rights granted to Recharge/ACE under the Convertible Recharge Loan/ACE, in accordance with paragraph 1, are necessary for the restructuring and future expansion of the Company. The conversion will be carried out in accordance with the terms of the Convertible Recharge Loan/ACE. The conversion can be exercised until June 30, 2016, which can be extended (in accordance with the terms of the respective contracts).
If advance subscription rights are excluded on the basis of paragraph 3, the following shall apply:	If advance subscription rights are excluded on the basis of this Article $3^{quinquies}$ (Conditional Share Capital for Financing Purposes) ~~paragraph 3~~, the following shall apply:

The convertible debt or the debt carrying option rights or the loan instruments will be issued in accordance with the conditions of the relevant market, taking into account the financing and operating position of the Company, the share price and/or other similar instruments with a market value.	The Financial Instruments ~~convertible debt or the debt carrying option rights or the loan instruments~~ will be issued in accordance with the conditions of the relevant market, taking into account the financing and operating position of the Company, the share price and/or other similar instruments with a market value.
The issuance with an issue price below the market price of the shares is possible.	The issuance with an issue price below the market price of the shares is possible.
The conversion rights may be exercised for a maximum period of 10 years, and the options may be exercised for a maximum period of 7 years, in both cases from the date of the relevant issuance or entry.	The conversion rights may be exercised for a maximum period of 10 years, and the options may be exercised for a maximum period of 7 years, in both cases from the date of the relevant issuance or entry.
The new registered shares shall be subject to the limitations pursuant to Article 4 of these Articles of Association.	The new registered shares shall be subject to the limitations pursuant to Article 4 of these Articles of Association. *[The remaining articles of association remain unchanged.]*

Explanation: *In order to be able to fund the Company and raise capital in the future in an efficient, flexible and expeditious manner under specified circumstances and within a clear framework, the Board of Directors proposes certain amendments to the provisions regarding the authorized share capital (article 3^{quater}) and conditional share capital (article 3ter and 3^{quinquies}), which are available and may be used for specified financing and certain other purposes.*

The proposed amendments are aimed at clarifying, supplementing and specifying the potential use of the respective forms of capital, for example, for private placements, for increasing the shareholder constituency, for financing and financial restructuring purposes, thereby also providing for and setting clear guidelines to the Board of Directors. Since the Company plans to expand its activities and operates a capital-intensive business, requiring often substantial advance investments, the Board of Directors is requesting the shareholders to approve the proposed changes to the Company's articles of association.

2. Election to the Board of Directors

2.1 Acknowledgement of resignation of Mr Jim Atack and granting of discharge

Proposal of the Board of Directors: *The Board of Directors proposes to grant Mr. Jim Atack discharge from personal liability.*

Explanation: *After more than five years as a Leclanché Board member and Chairman, Mr. Atack has decided to step down with effect at the end of this shareholders meeting. Mr Atack has been a member, and chair, of the Leclanché Board since August 2013. During his tenure the Company has been re-invented and has established a real market presence in each of its chosen areas. This has been accomplished by encouraging significant inward investment, recruiting and retaining an impressive executive cadre, establishing state of the art production facilities, acquiring key complementary businesses, and making critical sales into a burgeoning international energy storage market.*

Mr Atack's intent, since 2013, has been to achieve this position for the Company, and especially bring the right people to the Board who will continue the ramp up of the business; he is content that this phase of business development is done, and the new Board line-up, with some future recruits, will now accelerate the business into a higher league. He will step down from the Leclanché Board, but will continue to celebrate the Company's success.

2.2 Election of a new member

Proposal of the Board of Directors: *The Board of Directors proposes to elect Mr. Axel Joachim Maschka as a new member to the Board of Directors.*

Explanation: *Mr. Maschka was born in Stuttgart, Germany in 1966. After graduating with a degree in Electrical Engineering from the University of Stuttgart, he studied for two years at École Nationale des Télécommunications in Paris. Mr. Maschka started his career at Daimler-Benz in 1992 and later spent three years with the Booz Allen & Hamilton management consulting company, where his clients included AB Volvo and Renault Véhicules Industriels.*

In 2001, Mr. Maschka returned to Germany to join automotive supplier Bosch. Over the next seven years, he gained experience in international management with the Diesel Systems and Electrical Drives Divisions in Paris, Tokyo and Bangalore. In 2008, he was appointed Chief Executive Officer of the Engine Systems BU at Continental AG, in charge of fuel injection and turbocharger systems.

Mr. Maschka then founded AMA-Advisors, a professional services firm focused on improving automotive supplier performance. In 2012, he joined Volvo Car Corporation to serve as Senior Vice President Purchasing and Member of the Executive Management Team. In this capacity, Mr. Maschka expanded his international experience by integrating the Swedish and Chinese teams to form a global automotive purchasing organization.

In January 2014 Mr. Maschka joined Valeo as Senior Vice President, Sales & Business Development and Member of the Executive Board leading the Global Sales teams, Business Development and Presidents of Japan, China, Korea, North & South America, India, ASEAN, Iran, Russia and Europe. During his tenure at Valeo, Mr. Maschka managed to extend Valeo's customer presence, focusing on connected, autonomous electric cars. He doubled the annual order intake and deployed the "Challenger Sales" methodology globally. In the meantime, he created the Valeo Sales Academy, a training school for all levels including VP levels. Mr. Maschka left Valeo in November 2018.

2.3 Election of new chairman

Proposal of the Board of Directors: *The Board of Directors proposes to elect Mr. David Anthony Ishag, as new chairman of the Board of Directors with effect as of the end of this shareholders meeting.*

Explanation: *Mr. Ishag, British, is CEO of Golden Partner SA, advisor to FEFAM, the main Leclanché shareholder. With 30 years spent in the Finance, Tech, Mobile and Online Marketing Industries Mr. Ishag's previous experience includes: Employment, Partnership or Directorship with Institutions such as Barclays de Zoete Wedd London, Republic National Bank of New York, Union Bancaire Privée Geneva, Wharton Asset Management Bermuda (USD 15 Billion Investment Manager) as Vice Chairman and Chief Investment Officer. Mr. Ishag was previously Board Director, Member of the compensation and Audit Committee of publicly traded US Electricar representing the largest European shareholders alongside Itochu Corporation, Citibank and Hyundai. Mr. Ishag's Mobile and Online Marketing achievements include: Founder CEO & Chairman of award winning Pogo Technology: Europe's first cloud based mobile platform. Founder and Executive Chairman of Espotting Media, Europe's largest performance-based advertising network pioneering pay per click sold in 2004 for USD 170 Million. Mr. Ishag joined the Leclanché board in 2016 and has played a key role as a Board Director in the financing of Leclanché's growth plan and support of its redefined strategy.*

II. Documentation

Enclosed with the invitation sent to shareholders are a registration form and an instruction form which shareholders are asked to complete and return by mail to the following address if they wish to attend, or to be represented at, the shareholders' meeting: areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf.

Electronic remote votes by proxy and voting instructions to the independent proxy (netVote): shareholders may participate in the votes and elections by giving instructions to the independent proxy electronically via www.netvote.ch/leclanche. The required login information will be sent to shareholders together with the written documents for the Extraordinary General Meeting.

Changes to the electronically transferred instructions can be made until Friday, December 7, 2018, 11:59 am (CET).

III. Participation and voting rights

Shareholders registered with voting rights in the share register as of 4 December 2018 at 17:00, will be authorised to participate and to vote at the shareholders' meeting. They will receive their entrance card and voting material upon returning the registration form or by contacting areg.ch ag at the address indicated above.

From 4 December 2018 at 17:00 to 11 December 2018, no entries will be made in the share register which would create a right to vote at the shareholders' meeting. Shareholders who sell part or all of their shares during this period are no longer entitled to vote to that extent. They are requested to return or to exchange their admission card and voting material.

IV. Representation

Shareholders who do not intend to participate in the shareholders' meeting personally may be represented by another person authorized by a written proxy who does not need to be a shareholder or by the Independent Proxy. The representatives do not need to be shareholders.

Mr. Manuel Isler, attorney-at-law, c/o BMG Avocats, 8C, avenue de Champel, P.O. Box 385, CH-1211 Geneva, acts as the Independent Proxy. The registration form with the completed and signed powers of attorney should be submitted to areg.ch ag at the address indicated above.

Shareholders who wish to be represented by another person should send their registration form with the completed and signed power of attorney to the attention of Areg.ch AG at the address indicated above. The admission card and the voting material will then be sent directly to the address of their designated representative.

V. Language

The extraordinary general meeting of shareholders will be held in English.

Yverdon-les-Bains, 20 November 2018 For the Board of Directors

The Chairman

Jim Atack

About Leclanché

Headquartered in Switzerland, Leclanché SA is a leading provider of high quality energy storage solutions designed to accelerate our progress towards a clean energy future. Leclanché's history and heritage is rooted in over 100 years of battery and energy storage innovation and the Company is a trusted provider of energy storage solutions globally. This coupled with the Company's culture of German engineering and Swiss precision and quality, continues to make Leclanché the partner of choice for both disruptors, established companies and governments who are pioneering positive changes in how energy is produced, distributed and consumed around the world. The energy transition is being driven primarily by changes in the management of our electricity networks and the electrification of transport, and these two end markets form the backbone of our strategy and business model. Leclanché is at the heart of the convergence of the electrification of transport and the changes in the distribution network. Leclanché is the only listed pure play energy storage company in the world, organised along three business units: stationary storage solutions, etransport solutions and specialty batteries systems. Leclanché is listed on the Swiss Stock Exchange (SIX: LECN).

SIX Swiss Exchange: ticker symbol LECN | ISIN CH 011 030 311 9

Disclaimer

This press release contains certain forward-looking statements relating to Leclanché's business, which can be identified by terminology such as "strategic", "proposes", "to introduce", "will", "planned", "expected", "commitment", "expects", "set", "preparing", "plans", "estimates", "aims", "would", "potential", "awaiting", "estimated", "proposal", or similar expressions, or by expressed or implied discussions regarding the ramp up of Leclanché's production capacity, potential applications for existing products, or regarding potential future revenues from any such products, or potential future sales or earnings of Leclanché or any of its business units. Page 4/4 You should not place undue reliance on these statements. Such forward-looking statements reflect the current views of Leclanché regarding future events, and involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from any future results, performance or achievements expressed or implied by such statements. There can be no guarantee that Leclanché's products will achieve any particular revenue levels. Nor can there be any guarantee that Leclanché, or any of the business units, will achieve any particular financial results.

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