

**MINUTES OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF LECLANCHÉ S.A. (CHE-105.950.820)**

Thursday 24 October 2019 at 9:00 am CET

Grand Hôtel & Centre Thermal, Avenue des Bains 22, 1400 Yverdon-les-Bains, Suisse

The Chairman of the Board of Directors, Mr. Stefan A. Müller, opened the meeting at 9:04 am CET, welcomed shareholders and other attendees, and introduced the members of the Board, Executive Management, and officials.

Present from the Board of Directors were: Mr. Stefan A. Müller (Chairman), Mr. David Anthony Ishag, Mr. Tianyi Fan, Mr. Toi Wai David Suen, Mr. Axel Joachim Maschka, Mr. Lluís M. Fargas and Mr. Benedict Fontanet.

Also present were the members of the Management: Mr. Anil Srivastava (Chief Executive Officer - CEO) and Mr. Hubert Angleys (Chief Operating Officer and Chief Financial Officer – COO/CFO).

The Auditors, PricewaterhouseCoopers SA, were represented by Ms. Corinne Pointet and Mr. Patrick Wagner.

The independent representative of the shareholders, Mr. Manuel Isler, attorney-at-law, was present.

Mr. Gabriel Cottier, notary public, was present to notarize items 1.3, 2 and 3 of the agenda.

As previous general meetings, the Extraordinary General Meeting (EGM) was conducted in English with a simultaneous translation in French and German.

The Chairman added that given Mr. Anil Srivastava has provided with an update on the Company situation in the letter to the shareholders that was attached to the Leclanché 2019 semi-annual report and in the webcast held on 26 September 2019, no further business update will be provided during this EGM. However, in order to address potential questions, a 30-minute Q&A session was held after the formal parts of this EGM.

Official part as per published agenda

The Chairman appointed Mr. Jean-François Stenger, Leclanché SA, as Secretary to keep the minutes of the EGM.

The Chairman appointed Ms. Nathalie-Claire Altherr and Mr. François Jaeger as scrutineers.

The Chairman stated that the EGM was called according to the Articles of Association, and the statutory provisions, by a publication in the Swiss Official Gazette of Commerce on 3 October 2019 and by letter to all shareholders registered in the share register at close of play on 17 October 2019.

The Chairman noted that the current share capital of the Company amounted to CHF 211,012,812.00, divided into 140,675,208 fully paid-up registered shares with a nominal value of CHF 1.50 each.

The representation was as follows:

- The shareholders were representing 68,760,237 shares (39 shareholders)
- The Independent Proxy, pursuant to article 689c of the Swiss Code of Obligations, was representing 3,567,805 shares
- In total, there were 72,328,042 shares votes represented with an aggregate nominal value of CHF 108,492,063.00, which corresponded to 51.41% of the total share capital.

The Chairman noted that the proposals to be resolved under agenda items 1.3, 2 and 3 require a qualified majority of two third of the share votes represented, i.e. 48,218,695 share votes and CHF 72,328,042.50 of nominal value, and other items require a relative majority of the share votes cast.

A shareholder asked for the number of shareholders present at the EGM. He was confirmed that forty shareholders were present (including Mr. Isler).

The Chairman stated that according to Article 14 of the Articles of Association of the Company, the Chairman determines the procedural rules of the shareholders meeting. On this basis, the Chairman declared that votes would be taken by show of hands. Voting coupons were distributed with the admission card, in case they were necessary for a vote by ballot.

The Chairman added that the shareholders would have the opportunity to address the meeting at each agenda item. Speakers should state their name clearly and, if relevant, the name of the shareholder they represent. Statements could be made in French or English.

The Chairman also noted that:

- Mr. Isler, the independent representative of the shareholders, would vote according to the instructions received from the shareholders. So, for the same vote, he might have to raise his hand repeatedly, if the represented shareholders have given him differing instructions;
- Shareholders who opposed or abstained from any of the following proposals may record their votes in the minutes under specification of their name, address and the number of represented shares.

On the basis of all these statements, the Chairman declared the ordinary general meeting duly constituted and authorized to validly resolve on the agenda items.

The Chairman asked if anyone had objections to these statements.

No questions were raised.

The EGM proceeded to the items listed in the published agenda.

1. Financial Restructuring Measures

1.1 Overview of Financial Restructuring and Proposed Measures

The Chairman first stated that agenda item 1.1 did not require a vote. He gave an overview of the Financial Restructuring and Proposed Measures.

He explained that since the Company was as per 30 June 2019 and still is in a capital loss situation (Kapitalverlust; perte de capital) according to art. 725 para. 1 Swiss Code of Obligations ("CO"), the Board of Directors proposes further financial restructuring steps. The Board of Directors has evaluated different options and developed a financial restructuring proposal to improve the financial situation of the Company. This proposal includes:

- 1) a reduction of the Company's share capital by reduction of the nominal value; and
- 2) a conversion of existing debt into equity in an amount of CHF 17,399,998.732 through an ordinary capital increase (together, the "Restructuring Plan").

The Chairman opened the discussion about this proposal that did not require a vote.

Since there were no questions or statements, the Chairman proceeded to the next agenda item.

1.2 Capital Reduction through Nominal Value Reduction

The Board of Directors proposed to reduce the share capital by way of a nominal value reduction and use the reduction amount of CHF 196,945,291.20 to remedy the negative equity accrued of losses (Unterbilanz; bilan déficitaire) as follows:

- 1) The share capital shall be reduced from CHF 211,012,812.00 by the amount of CHF 196,945,291.20 to CHF 14,067,520.80;
- 2) The capital reduction shall be implemented by reducing the nominal value of all outstanding 140,675,208 registered shares from currently CHF 1.50 per share to CHF 0.10 per share;
- 3) The reduction amount of CHF 196,945,291.20 shall be used to remedy the negative equity accrued of losses in the same amount (Unterbilanz; bilan déficitaire).
- 4) The Chairman asked the representative of Leclanché Auditors, Ms. Corinne Pointet to present the results of the special report by the auditors to the shareholders. Ms. Corinne Pointet presented them.
The Chairman noted that the special report by the auditor required by law has been duly presented. It confirms that all claims are fully covered despite the share capital reduction and that the requirements for the simplified procedure of the declarative capital reduction are met.
- 5) The Chairman confirmed that the Articles of Association of the Company, namely articles 3, 3quater, 3ter and 3quinquies will be amended as proposed in the EGM invitation.

The Chairman explained that 50% of the Company's share capital and legal reserves (including capital contribution reserves) are no longer covered by net equity in the sense of art. 725 para. 1 CO ("capital loss"). In order to address the capital loss situation, the Board of Directors proposed to reduce the share capital of the Company through a nominal value reduction and use the reduction amount to remedy the negative equity accrued of losses (Unterbilanz; bilan déficitaire).

The Chairman opened the discussion about this proposal.

A shareholder wondered why the Company decided to decrease the nominal value up to CHF 0.10. Mr. Angleys thanked the shareholder for his question and confirmed that this decrease had no incidence on the share price in the market place. He stated that It is a technical operation to address the loss in capital combined with the capital increase and that reducing the nominal value to CHF 0.10 was necessary to solve it. The Chairman added that the para 725.1 of the Swiss Code of Obligation obliged Leclanché to execute this capital reduction.

There were no additional questions or statements. The Chairman proceeded to the vote.

The proposal of the Board of Directors was approved with the required majority, with 60,749,913 votes "yes", 265,568 votes "no" and 11,312,561 abstentions.

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

The Board of Directors proposed to increase the Company's share capital in an amount of CHF 1,314,199.30 from CHF 14,067,520.80 to CHF 15,381,720.10 by way of an ordinary capital increase subject to completion and registration of the Capital Reduction as per agenda item 1.2 as follows:

- 1) Entire nominal amount by which the share capital is to be increased (subject to and after the Capital Reduction): CHF 1,314,199.30;
- 2) Amount of contributions to be made: CHF 1,314,199.30;
- 3) Number, nominal value and type of new shares: 13,141,993 registered shares at a nominal value of CHF 0.10 each;
- 4) Preferential rights of individual categories: none;
- 5) Issue amount: 85% of the Volume Weighted Average Price (VWAP) calculated over the 60 days preceding the 10th trading day before the date of the Extraordinary General Meeting 2019: CHF 1.324 per share;
- 6) Start of eligibility of dividends: entry date of the capital increase in the Commercial Register;
- 7) Type of contribution: CHF 17,399,998.732 by way of set-off against claims for 13,141,993 fully paid-up registered shares at an issue price of 85% of the Volume Weighted Average Price (VWAP) calculated over the 60 days preceding the 10th trading day before the date of the Extraordinary General Meeting 2019 (but in no event lower than CHF 0.10), i.e. CHF 1.324 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 1,314,199.30 will be subscribed by the Creditors, which is why the pre-emptive rights of shareholders for all newly issued shares in the amount of 13,141,993 are excluded.

The Chairman opened the discussion about this proposal.

A shareholder wondered if there was any condition or restriction to be a shareholder of Leclanché and in the affirmative, in which proportion. The Chairman confirmed that anybody can buy Leclanché shares on the market.

Mr. Christian Leuenberger, legal counsel of the Company, added that FEFAM¹ had no restriction to increase their participation in Leclanché capital, following the exemption they received from the Swiss Take Over Board (TOB) to exceed the 49% threshold of participation into the Company without making a takeover bid to other shareholders. Mr. Leuenberger pointed out that a new shareholder who wants to invest more than 49% of total shareholding will need first to file a takeover exemption request to the Swiss TOB.

There were no more questions or statements. The Chairman proceeded to the vote.

The proposal of the Board of Directors was approved with the required majority, with 60,749,913 votes “yes”, 265,568 votes “no” and 11,312,561 abstentions.

The Chairman suspended the EGM at 09:37 CET to implement the capital increase.

The EGM resumed at 10:04 CET.

For the second part of the EGM, the representation was as follows:

- The shareholders were representing 68,765,705 shares (41 shareholders)
- The Independent Proxy, pursuant to article 689c of the Swiss Code of Obligations, was representing 3,567,805 shares
- In total, there were 72,333,510 shares votes represented with an aggregate nominal value of CHF 108,500,265.00, which corresponded to 51.42% of the total share capital.

The Chairman added that the procedural rules remained the same as for the first and second part of the EGM. On the basis of the above statements, the Chairman declared the third part of the EGM duly constituted and authorised to validly resolve on the remaining agenda items.

¹ FEFAM means: AM INVESTMENT SCA, SICAV-SIF - Illiquid Assets Sub-Fund, together with FINEXIS EQUITY FUND - Renewable Energy Sub-Fund, FINEXIS EQUITY FUND - Multi Asset Strategy Sub-Fund, FINEXIS EQUITY FUND - E Money Strategies Sub-Fund (also called Energy Storage Invest) and, all these funds being in aggregate the main shareholder of Leclanché, hereunder referred to as “FEFAM”.

2. Partial amendment of the Articles of Association / Creation of authorized share capital (Art. 3quater)

The Board of Directors proposed to increase the existing authorized share capital and to amend Article 3quater of the Company's Articles of Association subject to completion and registration of the (i) Capital Reduction according to agenda item 1.2 and (ii) the ordinary Capital Increase for Debt-to-Equity Conversion according to agenda item 1.3 as proposed in the EGM invitation.

The Chairman explained that the provisions regarding the authorized share capital (article 3quater) and conditional share capital (article 3ter and 3quinquies) enable the Board of Directors to obtain funding for the Company and raise capital in an efficient, flexible and expeditious manner under specified circumstances and within a clear framework. In order to fully benefit from this flexibility, the Board of Directors proposes to increase the authorized share capital.

The Chairman opened the discussion about this proposal.

There were no questions. The Chairman proceeded to the vote.

The proposal of the Board of Directors was approved with the required majority, with 60,755,381 votes "yes", 265,568 votes "no" and 11,312,561 abstentions.

The Chairman asked Maître Cottier to notarize the resolution. Maître Cottier confirmed.

3. Partial amendment of the Articles of Association / Creation of conditional share capital (Art. 3quinquies)

The Board of Directors proposed to increase the existing conditional share capital and to amend Article 3quinquies of the Company's Articles of Association subject to completion and registration of (i) the Capital Reduction according to agenda item 1.2 and (ii) the ordinary Capital Increase for Debt-to-Equity Conversion according to agenda item 1.3 as proposed in the EGM invitation.

The Chairman explained that the provisions regarding the authorized share capital (article 3quater) and conditional share capital (article 3ter and 3quinquies) enable the Board of Directors to obtain funding for the Company and raise capital in an efficient, flexible and expeditious manner under specified circumstances and within a clear framework. In order to fully benefit from this flexibility, the Board of Directors proposed to increase the conditional share capital.

Pursuant to the Listing Rules of the SIX Swiss Exchange, the Chairman confirmed that the Company is exempted from the preparation of a listing prospectus for the listing of securities that, calculated over a 12-month period, account for less than 10% of securities of the same class that have already been listed.

In order to benefit from this exemption, the Board of Directors decided to propose an increase of conditional capital to the extent that the total amount will not exceed the required 10% threshold. Therefore, having determined the final number of shares to be created and issued for the Debt-To-Equity Conversion as per the Cut-off Date on 10 October 2019, the Board of Directors proposed to increase the Company's conditional capital in the nominal amount of CHF 525,965.40 from currently

CHF 3,734,127.00 to the aggregate amount of CHF 4,260,092.40 through the issuance of a maximum of 42,600,924 fully paid-up shares with a nominal value of CHF 0.10 each.

The Chairman opened the discussion about this proposal.

There were no questions. The Chairman proceeded to the vote.

The proposal of the Board of Directors was approved with the required majority, with 60,755,381 votes “yes”, 265,568 votes “no” and 11,312,561 abstentions.

The Chairman asked Maître Cottier to notarize the resolution. Maître Cottier confirmed.

The Chairman stated that all items on the agenda had been dealt with. This meant the official part of this EGM was finished.

As announced during the introduction of the EGM, the Chairman gave the Shareholders the opportunity to ask questions on business-related topics and opened the 30-minute Q&A session.

Several questions were raised related to Leclanché Transportation and Stationary business, future certifications, recycling issues, incentive paid to Board members and funding of the Company. These questions have been answered accordingly.

As no additional questions were raised, the Chairman concluded the general meeting and thanked the shareholders for attending this EGM together with those involved in the preparation and execution of the meeting and then closed the meeting at 10:51 CET.

The Chairman:



Mr. Stefan A. Müller

The Secretary:



Mr. Jean-François Stenger